



## **Constitution of Paralympics New Zealand Incorporated**

**Adopted: 30 April 2025**

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# CONSTITUTION OF PARALYMPICS NEW ZEALAND INCORPORATED

## 1 NAME AND STATUS

- 1.1 The name of the society is Paralympics New Zealand Incorporated (**PNZ**).
- 1.2 PNZ is a society incorporated under the Societies Act (NZBN 9429042705512 and incorporation number 220302) and a charitable entity registered under the Charities Act (registration number CC33576).
- 1.3 PNZ has been established to operate as the National Paralympic Committee and sole governing body of Para sport in New Zealand as recognised by the IPC, and to advance and achieve the further Purposes set out in Rule 3, in accordance with this Constitution.
- 1.4 As a National Paralympic Committee member of the IPC, PNZ also undertakes to be bound by, and to comply with, the IPC Constitution and all of PNZ's obligations under that constitution and any other applicable rules, regulations, bylaws or directives of the IPC.

## 2 REGISTERED OFFICE

- 2.1 The registered office of PNZ shall be at a place determined by the Board from time to time.

## 3 PURPOSES

- 3.1 The Purposes 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, with the exclusive right to represent the Paralympic Movement in New Zealand, and to develop, promote and protect the Paralympic Movement in New Zealand in accordance with the IPC Constitution and all rules, regulations, bylaws and directives issued by the IPC and to participate in the functions of the IPC where appropriate;
  - (b) effect PNZ's exclusive power for representation and participation by New Zealand at the Paralympic Games and other IPC Para sport events, and to do or oversee 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) be the national governing body for high performance programmes in Para sports that are not governed by an NSO in New Zealand;
  - (d) educate New Zealanders, especially the youth of New Zealand, about the Paralympic Movement and the involvement of Para athletes in Para sport;
  - (e) encourage and support participation in, and the development of, Para sport in New Zealand, from community to high performance;
  - (f) be the leading advocate on Para sport in New Zealand and transform lives through Para sport;
  - (g) discourage all forms of illegal/prohibited sports betting, match-fixing, corruption, discrimination and violence in sport in accordance with the rules, regulations and bylaws of the IPC, the IFs and any applicable law;
  - (h) discourage all forms of doping in accordance with the rules, regulations and bylaws of the IPC and the World Anti-Doping Code, and in particular to adopt and implement the World Anti-Doping Code to ensure that 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;
  - (i) 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
  - (j) do all such other acts and things incidental to the attainment of these purposes which promote the benefit of sport and physical activity for the health and enjoyment of disabled New Zealanders and related charitable purposes.
- 3.2 PNZ's Purposes are to be pursued for the benefit of the public and not for private profit, and they do not include any purpose of being carried on for the financial gain of the Members or any of them that would contravene the Societies Act. The Purposes, and this Constitution, are to be interpreted accordingly.

## **4 CAPACITY AND POWERS**

- 4.1 Subject to this Constitution, the Societies Act, and any other applicable law, in order to advance and achieve its Purposes, PNZ has:
- (a) full capacity to carry on or undertake any activity, do any act, or enter into any transaction; and
  - (b) for the purposes of Rule 4.1(a), full rights, powers, and privileges.
- 4.2 For the avoidance of doubt, PNZ's powers include the power to make, alter, rescind and enforce bylaws, regulations, policies, codes, charters and procedures for the governance, management and operation of PNZ and for matters relating to those involved, or seeking to be involved, in or with PNZ or any PNZ team.
- 4.3 PNZ's capacity and its rights, powers and privileges as set out in Rules 4.1 and 4.2 must be exercised to advance and achieve PNZ's Purposes in accordance with this Constitution and in a manner that is consistent with the Paralympic Movement.
- 4.4 PNZ's capacity and its rights, powers and privileges may generally be exercised by or under the authority of the Board without referral to or approval by the membership of PNZ, except in the case of any Major Transaction, which must be approved by a Special Resolution at a General Meeting, or any other matter requiring membership approval under this Constitution or the Societies Act.

## **5 MEMBERS**

- 5.1 Categories of membership of PNZ are set out in Rules 5.2 to 5.5.
- 5.2 An NSO Member is an organisation which:
- (a) is an NSO currently affiliated to an International Federation; 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 of NSO Membership; and
  - (f) has not been suspended or expelled under Rule 7.
- 5.3 An RDSO Member is an organisation which:
- (a) is a regional disability sport 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 of RDSO Membership; and
  - (d) has not been suspended or expelled under Rule 7.
- 5.4 An Associate Member is an organisation which:
- (a) is not an NSO or an RDSO as referred to in Rules 5.2 and 5.3; 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 of Associate Membership; and
  - (d) has not been suspended or expelled under Rule 7.
- 5.5 PNZ Order of Merit Membership 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.

- 5.6 For all categories of membership, to become, and to remain, a Member, an organisation or person must:
- (a) meet, and continue to meet, all criteria for the relevant category of membership;
  - (b) consent to becoming a Member, for which purpose:
    - (i) an organisation applying in writing to the Board for membership under Rule 5.2, 5.3 or 5.4 (as applicable) will constitute consent to becoming a Member of PNZ; and
    - (ii) a person's acceptance of an Order of Merit award under Rule 5.5 must be in writing and such acceptance will constitute consent to becoming a Member of PNZ;
  - (c) comply and act in accordance with this Constitution; and
  - (d) provide to PNZ in writing their Contact Details and other details required for the Member Register and notify PNZ of any changes to their Member Register details as soon as practicable.
- 5.7 Any organisation or person expelled from the IPC may not be a Member.
- 5.8 The CEO shall keep and maintain a register of Members which complies with the Societies Act and includes all details of current Members and former Members required under the Societies Act. The details recorded for each current or former Member (as applicable) will include:
- (a) the name(s) of the Member;
  - (b) the category of membership;
  - (c) the Member's Contact Details, which in the case of NSO, RDSO and Associate Members must include the name and Contact Details of at least one individual contact person for the organisation;
  - (d) the start date for membership, and if applicable the date of cessation of membership; and
  - (e) any other detail that is:
    - (i) required to be included in the Member Register under the Societies Act; or
    - (ii) necessary or expedient for the purposes of this Constitution (for example, details of NSO, RDSO and Associate Members' delegates).
- 5.9 The CEO must ensure that the Member Register is updated upon receipt of notice of any change to a Member's status or details on the Member Register, or otherwise upon becoming aware of any such change. The Member Register shall be available for inspection by Members at the office of PNZ.

## **6 MEMBERS' RIGHTS AND OBLIGATIONS**

- 6.1 NSO and RDSO Members, through their delegates, are entitled to attend, move and second motions, and speak at General Meetings and to vote at General Meetings and in any Remote Vote. Each NSO and RDSO Member is entitled to one (1) vote.
- 6.2 Associate Members, through their delegates, are entitled to attend General Meetings but are not entitled to move and second motions or vote. They may speak at the discretion of the chair at any such meetings.
- 6.3 Order of Merit Members are entitled to attend General Meetings and are entitled to speak but are not entitled to move and second motions or vote, at any such meetings.
- 6.4 By consenting to be Members, all Members acknowledge and agree that:
- (a) they are bound by, and must at all times comply with, this Constitution and any Bylaws;
  - (b) they are bound by, must at all times comply with, and must also enable and assist PNZ to comply with, all applicable aspects of the IPC Constitution and any other relevant rules, regulations, bylaws or directives of the IPC;
  - (c) they will support and promote PNZ's Purposes, PNZ's activities undertaken in furtherance of its Purposes, and the Paralympic Movement;
  - (d) they will pay any applicable subscription fees approved in accordance with this Constitution;
  - (e) they will not act in any manner that would contravene this Constitution or the Paralympic Movement, or bring themselves and/or PNZ into disrepute; and
  - (f) their membership of PNZ does not confer any right, title or interest (legal or equitable) in, or any automatic right to use or benefit from, any property of PNZ.

- 6.5 Without limiting the scope of Rules 6.4(a) and 6.4(b), for the purpose of compliance with the IPC Constitution, all NSO, RDSO and Associate Members:
- (a) must not discriminate unlawfully on the grounds of disability, race, skin colour, national, ethnic or social origin, age, sex, gender, sexual orientation, language, political or other opinion, religion or other beliefs, circumstances of birth, or other unlawful ground;
  - (b) must reject all forms of harassment and abuse, and protect and safeguard Para athletes and other persons under their jurisdiction from such harassment and abuse;
  - (c) must manage their affairs autonomously and without improper interference from bodies outside the Paralympic Movement, including by ensuring that its operations are not influenced by any political, governmental, or religious interference;
  - (d) must be neutral and impartial in matters of politics; and
  - (e) must determine their board members by democratic elections and/or by appointments which in every case are free of outside interference.

## **7 SUSPENSION/CESSATION OF MEMBERSHIP**

- 7.1 Any Member may resign their membership by giving notice to the CEO.
- 7.2 The Board may suspend a Member's membership under Rule 7.3 and a Member may be expelled under Rule 7.6 if, in the opinion of the Board, the Member has done one or more of the following:
- (a) failed to meet the criteria for the relevant category of membership under Rule 5;
  - (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) been deregistered under the Charities Act on any ground or grounds relating to failure to comply with any obligation under the Charities Act and/or serious wrongdoing as defined under the Charities Act;
  - (e) been struck off any relevant incorporation register or otherwise dissolved, or commenced or become subject to winding up, liquidation, receivership, or statutory management under any applicable law; or
  - (f) defaulted on payment of any applicable subscription fee by the due date set by the Board for the payment of any such fee.
- 7.3 The Board may suspend a Member's membership, with or without conditions, for a period specified by the Board if Rule 7.2 applies and the Board considers that suspension of membership is warranted.
- 7.4 Before deciding to suspend a Member, the Board must provide the Member with a reasonable opportunity to appear before and be heard by the Board in accordance with the principles of natural justice.
- 7.5 Upon suspension, unless otherwise specified by the Board, the Member (including anyone holding office with the Member) will be suspended from participation in all activities of PNZ until such time as the suspension period specified by the Board has expired or the Board terminates the suspension during that period.
- 7.6 A Member is expelled from PNZ if Rule 7.2 applies and it is determined by a Special Resolution at a General Meeting that expulsion of the Member is warranted.
- 7.7 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. Before any vote on the resolution, the relevant Member must be given a reasonable opportunity to be heard at the General Meeting.
- 7.8 Upon expulsion, the expelled Member will cease to be a Member and, unless otherwise specified by the Board, the expelled Member (including any one holding office with the Member) will cease their participation in all activities of PNZ.
- 7.9 A Member remains liable to PNZ for all monies owing at the date of suspension or cessation (whether by way of resignation or expulsion) of their membership.

## 8 THE BOARD

- 8.1 The Board is the governing body and committee of PNZ for the purposes of the Societies Act. The Board is responsible for the governance of PNZ and the exercise of all rights, powers and privileges of PNZ to advance and achieve PNZ's Purposes and may also delegate matters to any person or group of persons as the Board thinks fit, subject to any restrictions or limitations under this Constitution.
- 8.2 Subject to the transitional provisions in Schedule 2, the Board shall comprise the following individuals:
- (a) five (5) elected Board Members, elected pursuant to Rule 8.8;
  - (b) two (2) Board Members appointed pursuant to Rule 8.9;
  - (c) one (1) Athlete Representative appointed pursuant to Rule 8.10;
  - (d) by invitation of the Board:
    - (i) any current IPC Governing Board member who is residing in New Zealand; or
    - (ii) if there is no such IPC Governing Board member, any current IPC Athletes' Council member who is residing in New Zealand; and
  - (e) one (1) co-opted Board Member appointed by the Board, if the Board determines that the co-option of an additional Board Member is necessary or appropriate to bring specific skills, experience or other attributes to the Board.
- 8.3 The majority of the Board may be made up of Board Members who are not Members or representatives of NSO, RDSO, or Associate Members. Every Board Member must not be disqualified from being an officer of an incorporated society under the Societies Act or an officer of a charitable entity under the Charities Act.
- 8.4 In relation to the term of any elected or appointed Board Member referred to in Rule 8.2(a) and (b):
- (a) subject to the transitional provisions in Schedule 2, the term of any such Board Member will run:
    - (i) from the date of election or appointment up to and including 31 January in the fourth year following the year in which they were elected or appointed; or
    - (ii) if they are elected or appointed in place of a Board Member who vacated their position prior to the expiry of their term, from the date of election or appointment for the balance of the term of the vacating Board Member; and
  - (b) a person may be elected or appointed as a Board Member referred to in Rule 8.2(a) and (b) for a further term or terms as a Board Member (including as a co-opted Board Member) up to a maximum of, the greater of:
    - (i) three (3) consecutive terms (including any term under Rule 8.4(a)(ii)); or
    - (ii) twelve (12) consecutive years.
- 8.5 In relation to the term of the Athlete Representative referred to in Rule 8.2(c):
- (a) subject to the transitional provisions in Schedule 2, an Athlete Representative's term runs from the date of appointment under Rule 8.10 up to and including 31 January in the second year following the year in which they were appointed; or
  - (b) if they are appointed in place of an Athlete Representative who vacated their position prior to the expiry of their term, from the date of appointment for the balance of the term of the vacating Athlete Representative Member; and
  - (c) a person may be re-appointed as the Athlete Representative for a further term or terms up to a maximum of three (3) consecutive terms.
- 8.6 The term of any Board Member referred to in Rule 8.2(d) is for the term of their relevant IPC position, subject to Rule 8.15.
- 8.7 In relation to the term of any co-opted Board Member referred to in Rule 8.2(e):
- (a) the term of any such Board Member runs from the date of their appointment for a period of up to two (2) years as determined by the Board at the time of the appointment; and
  - (b) a person may be appointed as a co-opted Board Member for a further term or terms as a co-opted Board Member, up to a maximum of, the greater of:
    - (i) two (2) consecutive terms; or
    - (ii) four (4) consecutive years.

- 8.8 Subject to the transitional provisions in Schedule 2, the process for electing the Board Members referred to in Rule 8.2(a) is:
- (a) PNZ shall, in such manner and timeframe as the Board determines, notify any vacant or anticipated vacant position(s) to Members and to the public and in doing so call for applications for the vacant position(s);
  - (b) the BAP shall:
    - (i) assess all applications against the criteria in Rule 8.14;
    - (ii) determine any applicant(s) to be recommended by the BAP to fill the vacant position(s), with the preference that the number of recommended applicants should equal or exceed the number of vacant positions;
    - (iii) notify any applicant who will not be recommended by the BAP and give them the opportunity to withdraw their application;
    - (iv) if the BAP determines that no applicants or applicants fewer than the number of vacant positions warrant recommendation, notify the Board so that the process for filling such vacancies in Rule 8.15 can be undertaken; and
    - (v) if the BAP determines that one (1) or more applicants warrant recommendation, make a recommendation in writing to Members regarding the applicant(s) recommended by the BAP to fill the vacant position(s);
  - (c) the recommended applicant(s) shall then be voted on by NSO and RDSO Members, by Remote Vote, and the vacant position(s) will be filled as follows:
    - (i) if the number of recommended applicants exceeds the number of positions to be filled by election, the applicants who receive the highest number of votes for the number of vacant positions available, will be elected; or
    - (ii) if the number of recommended applicants is equal to, or less than, the number of positions to be elected, the applicant must receive at least a majority of votes in their favour in order to be elected; and
  - (d) the elected Board Member(s) must be notified to all Members as soon as practicable following the vote.
- 8.9 The process for appointing the Board Members referred to in Rule 8.2(b) is:
- (a) PNZ shall, in such manner and timeframe as the Board determines, notify any vacant position(s) to Members and to the public and in doing so call for applications from for the vacant position(s);
  - (b) the BAP shall:
    - (i) assess all nominations and applications against the criteria in Rule 8.14;
    - (ii) determine the applicant(s) recommended by the BAP to fill the vacant position(s); and
    - (iii) advise the Board in writing of the BAP's recommended applicant(s);
  - (c) if the BAP determines that no applicants or applicants fewer than the number of vacant positions warrant recommendation, notify the Board so that the process for filling such vacancies in Rule 8.15 can be undertaken;
  - (d) the Board shall consider the recommended applicant(s), and decide any appointment(s) to be made; and
  - (e) any appointment made by the Board must be notified to the Members.
- 8.10 The process for appointing the Athlete Representative referred to in Rule 8.2(c) is:
- (a) the Athletes' Council shall, in such manner and timeframe as the Athletes' Council determines, call for applications from Eligible Paralympians and Eligible Para athletes to be the Athlete Representative on the Board;
  - (b) a panel comprising the BAP and two (2) members of the Athletes' Council who are not seeking appointment as the Athlete Representative and are selected by the Athletes' Council shall:
    - (i) assess all applications against the criteria in Rule 8.14;
    - (ii) determine the applicant recommended by the panel to fill the Athlete Representative position; and
    - (iii) advise the Athletes' Council in writing of the panel's recommended applicant;
  - (c) the Athletes' Council shall consider the recommended candidate, and decide if they should be appointed or not; and
  - (d) any appointment made by the Athletes' Council must be notified to the Members.



- 8.11 The BAP shall be convened from time to time to carry out its role under this Constitution and shall comprise:
- (a) the Board Chair, or if the Board Chair is seeking re-election or re-appointment then another Board Member (who is not seeking re-election or re-appointment) as determined by the Board, who shall chair the BAP;
  - (b) a person appointed by the Board who has experience in governance/director appointments and is independent of PNZ and Members, as determined by the Board; and
  - (c) a person recommended by the Board to represent the interests of the Members, who must be approved by the Members by Ordinary Resolution at a General Meeting or by Remote Vote.
- 8.12 In relation to the BAP member positions referred to in Rules 8.11(b) and 8.11(c):
- (a) the term of any such BAP member will run for two (2) years from the date of appointment;
  - (b) a person may be reappointed as a BAP member referred to in Rules 8.11(b) and 8.11(c) for a further term or terms, but must not serve more than four (4) consecutive terms as such a BAP member;
  - (c) if a BAP member position referred to in Rule 8.11(b) or Rule 8.11(c) is vacated for any reason before the expiry of a BAP member's term:
    - (i) the Board may make an interim appointment for all or part of the remainder of the vacated BAP member's term, if the Board determines that an interim appointment would be appropriate; and
    - (ii) a new appointment will otherwise be made in accordance with Rule 8.11(b) or Rule 8.11(c), as applicable.
- 8.13 The decisions of the BAP (and the panel in Rule 8.10(b)) shall be by majority vote and in the event of a tied vote the chair of the BAP shall cast an additional vote. The BAP (and the panel in Rule 8.10(b)) otherwise determines its own procedures.
- 8.14 In relation to the assessment of applications for election and appointment under Rules 8.8 to 8.10, the Board, for each Board vacancy, shall undertake an evaluation of the competencies and needs of the Board and shall supply that information to the BAP. All applicants must be assessed on merit, and the assessment must take into account the evaluation of the competencies and needs of the Board, and the following factors:
- (a) the applicant's prior experience in governance roles (such as trustee, director, executive committee member or similar);
  - (b) the applicant's level of knowledge and understanding of Para sport and/or sport;
  - (c) the applicant's level of knowledge and experience in community, sports and/or not-for-profit organisations;
  - (d) the applicant's understanding of and empathy with Para athletes and others involved in Para sport;
  - (e) the current and prospective knowledge and experience of the Board as a whole, including the desirability for:
    - (i) conflicts of interest to be minimised; and
    - (ii) a range of skills and experience on the Board; and
  - (f) the preference for gender balance, diversity and disabled people on the Board.
- 8.15 A person is deemed to have vacated their Board Member position or BAP member position, as applicable, in any of the following circumstances:
- (a) their term as a Board Member or BAP member, as applicable, expires;
  - (b) the expiry of thirty (30) days, or any shorter period approved by the Board, from the date the person notifies PNZ of their resignation as a Board Member or BAP member, as applicable;
  - (c) their involvement in the Board or BAP, as applicable, has ceased, whether by death, incapacity, moving overseas, or failing to attend three (3) consecutive Board or BAP meetings without reasonable excuse;
  - (d) they are removed by a Special Resolution passed at a Board meeting, or a Special Resolution passed at a General Meeting;
  - (e) they are disqualified from being an officer of an incorporated society under the Societies Act and/or from being an officer of a charitable entity under the Charities Act; or
  - (f) they are convicted of a criminal offence and sentenced to a term of imprisonment of three (3) months or more.

- 8.16 In relation to filling any vacancy, or anticipated vacancy, in respect of any of the Board Member positions referred to in Rules 8.2(a), (b) and (c), the Board will request the BAP and if applicable the Athletes' Council to convene, and will ensure that all other necessary or expedient steps are taken, for the purpose of electing or appointing a replacement Board Member pursuant to Rule 8.8, 8.9 or 8.10 for the term specified in this Constitution.
- 8.17 The Board must appoint (and may remove) one of its members as Board Chair. In relation to the appointment and term of the Board Chair:
- (a) if the Board Chair position is or becomes vacant, the Board must appoint a Board Chair as soon as practicable and no later than the first Board meeting convened after the position becomes vacant;
  - (b) a Board Chair's term of appointment will run until the earlier of the expiry of two (2) years from the date of their appointment, or the time that the person vacates their Board Member position, or the time that the person resigns or is removed as Board Chair; and
  - (c) a Board Member may be re-appointed as the Board Chair for a further term or terms but cannot serve more than four (4) consecutive terms of two (2) years as Chair or hold the position for more than eight (8) consecutive years, whichever is the greater.
- 8.18 The Board may appoint one of its members as Deputy Chair, and may remove and replace any such appointee, as the Board thinks fit.
- 8.19 All Board Members will have the right to attend and speak at a General Meeting but will not have voting rights at such meetings (unless a Board Member is also a delegate for a Member with voting rights).

## **9 CEO AND CONTACT PERSON(S)**

- 9.1 Without limiting PNZ's engagement of any other employees or other personnel or contractors, the Board must appoint:
- (a) an individual to carry out the role and responsibilities allocated to the CEO under this Constitution and by the Board; and
  - (b) the CEO and/or any other individual who meets the relevant eligibility criteria under the Societies Act to be PNZ's Contact Person or Contact Persons (up to a maximum of three (3)).
- 9.2 If at any time PNZ has not engaged a CEO as required under Rule 9.1(a), the Board must ensure that the role and responsibilities allocated to the CEO under this Constitution are undertaken in the interim by the Board or by a Board Member or other person appointed to do so by the Board.

## **10 MEMBER MEETINGS AND DECISIONS**

- 10.1 The Board will determine the date, time and method of holding each General Meeting, provided that:
- (a) all General Meetings must facilitate participation by audio or audio-visual link or other electronic communication designated for the meeting, even if a physical venue is designated for the meeting; and
  - (b) the audio or audio-visual link or other electronic communication used must enable all those present, at the physical venue (if applicable) or by electronic means, to hear all speakers at the meeting and, if and when entitled to do so, speak to all others present at the meeting throughout the meeting.
- 10.2 Any person participating in a General Meeting by audio or audio-visual link or other electronic communication designated for the meeting in accordance with Rule 10.1 will be deemed to be present at the meeting.
- 10.3 An AGM shall be held once every year, not later than six (6) months after the end of the PNZ financial year specified in Rule 16.1 and not later than fifteen (15) months after the previous AGM.
- 10.4 Each AGM shall deal with the following business:
- (a) approval of the minutes of the previous AGM, and if applicable any more recent SGM;

- (b) Board presentation of an Annual Report and audited Annual Financial Statements for the most recently completed financial year;
  - (c) notification of elected and appointed Board Members;
  - (d) appointment of an auditor for the current financial year, on recommendation of the Board;
  - (e) if applicable and referred to in the notified agenda for the AGM:
    - (i) any proposed amendment to or replacement of this Constitution;
    - (ii) any other motions proposed by the Board or any NSO or RDSO Member; and
    - (iii) general business (if properly notified).
- 10.5 An SGM shall be held only if the Board decides to call an SGM or if the Board receives a request from at least four (4) NSO and/or RDSO Members to call an SGM which specifies the proposed business of the SGM. If the Board receives such a request, the Board must ensure that an SGM is notified to Members within thirty (30) days after receipt of the request.
- 10.6 An SGM shall deal with only the business included in the notice of the SGM, not any unnotified general business. For the avoidance of doubt, the business notified for an SGM may include business proposed by the Board even if the SGM is called in response to a request from NSO and/or RDSO Members and it may include business proposed by more than one request to call an SGM from NSO and/or RDSO Members.
- 10.7 The CEO must ensure that all General Meetings and related matters are notified to Members in accordance with the notice requirements and deadlines set out in Schedule 1. For the purpose of those notice requirements, an SGM will be categorised as non-urgent unless the Board determines, on reasonable grounds, that exceptional circumstances warrant categorising the SGM as urgent.
- 10.8 In relation to establishing a quorum to commence, and to continue, a General Meeting:
- (a) for both AGMs and SGMs, at least twenty five percent (25%) of the total number of current NSO and/or RDSO Members must have a delegate present at the meeting (in person or by other means) to establish a quorum; and
  - (b) for AGMs only, if a quorum is not achieved within thirty (30) minutes after the time set for the start of the meeting, or at any time after the meeting has commenced, then:
    - (i) no business (or no further business) will be transacted, and the meeting will be adjourned for a period of not less than five (5) days and no more than thirty (30) days;
    - (ii) the CEO must provide further notice of the method(s), date, time and business of the adjourned meeting to Members, as soon as reasonably practicable and before the date of the adjourned meeting; and
    - (iii) if there is no quorum present within thirty (30) minutes after the time set for the start of the adjourned meeting, then whatever number of NSO and/or RDSO Member delegates are present will be deemed to establish a quorum to commence and complete the business of the meeting.
- 10.9 The Board Chair will preside at any General Meeting as the chair of the meeting but if the Board Chair is absent or unable to act, then the meeting will elect its own chair.
- 10.10 NSO and RDSO Members' voting rights at a General Meeting may only be exercised by the NSO or RDSO Member's delegate present at the meeting (in person or by other means). Voting by proxy is not permitted.
- 10.11 The chair of a General Meeting will decide the voting method to be used in relation to any matter dealt with at the meeting, provided that voting on a matter must be conducted by secret ballot if that voting method is requested by any Member for the matter and is approved by Ordinary Resolution at the meeting.
- 10.12 Unless this Constitution expressly provides otherwise, decisions at a General Meeting will be made by Ordinary Resolution. In the case of an equality of votes, the chair of the meeting will not have a casting vote.
- 10.13 If at any General Meeting any doubt or ambiguity arises as to the meaning or interpretation of this Constitution (or any Bylaws) or an issue arises which is not provided for in this Constitution and the

matter has not previously been determined by the Board, the matter may be determined by the chair of the meeting in such manner as the chair deems appropriate and expedient.

10.14 A resolution in writing in relation to any matter that is signed or consented to in writing by at least seventy five percent (75%) of all NSO and RDSO Members shall be as valid as if it had been passed as a Special Resolution at a General Meeting, provided that the requirements under sections 89 to 92 of the Societies Act are complied with. Any such resolution may consist of several documents in the same form each signed or consented to by one (1) or more Members.

10.15 Minutes must be kept of all General Meetings, and records must be kept of all written resolutions.

## **11 BOARD MEETINGS AND DECISIONS**

11.1 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 and/or by audio, audio-visual or other electronic communication by which all those participating in the meeting may hear each other effectively and simultaneously throughout the meeting. 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.

11.2 At any meeting, at least four (4) Board Members must be present (in person or by other means) to establish a quorum to commence, and to continue, a Board Meeting.

11.3 The Board Chair will preside at any Board meeting as the chair of the meeting. If the Board Chair is either absent or unable to preside at any meeting, then that meeting will elect its own chair.

11.4 Subject to Rule 14.5, each Board Member present (in person or by other means) at a Board Meeting will have one vote. Unless this Constitution expressly provides otherwise, decisions at a Board Meeting will be made by Ordinary Resolution. In the case of an equality of votes, the chair of the meeting will not have a casting vote.

11.5 A resolution in writing in relation to any matter that is signed or consented to in writing by a majority of Board Members shall be valid as if it had been passed at a meeting of the Board, provided that the resolution is signed or consented to in writing by the required majority for a Board decision on the relevant matter at a Board meeting. Any such resolution may consist of several documents in the same form each signed or consented to by one (1) or more Board Members.

11.6 Minutes must be kept of all Board Meetings, and records must be kept of all written resolutions.

## **12 SUB-COMMITTEES**

12.1 The Board may from time to time appoint or disband any sub-committee or sub-committees as it may consider expedient.

12.2 The Board will determine the composition, powers and duties of, and will regulate and supervise the work of, every sub-committee. The Board may appoint individuals who are not Board Members as members of any sub-committee, provided that every sub-committee must include at least one (1) Board Member. The CEO and the Board Chair or their appointee may attend meetings of any sub-committee.

## **13 ATHLETES' COUNCIL**

13.1 There must be at all times an Athletes' Council established and supported by PNZ.

13.2 The purpose of the Athletes' Council is to represent New Zealand Paralympians and Para athletes while empowering Para athlete participation and voice within New Zealand.

- 13.3 The composition and roles and responsibilities of the Athletes' Council will be as set out in terms of reference for the Athletes' Council adopted by the Board, as amended or replaced from time to time.

## **14 OFFICERS AND THEIR DUTIES AND INTERESTS**

- 14.1 For an individual to be elected or appointed as a Board Member or appointed as the CEO or to any other position with PNZ that would cause the individual to become an Officer under the Societies Act and/or the Charities Act:
- (a) the individual must consent in writing to be an Officer; and
  - (b) as applicable, the individual must not be disqualified from being an officer of an incorporated society under the Societies Act or from being an officer of a charitable entity under the Charities Act and they must certify that they are not disqualified.
- 14.2 Each Board Member, the CEO and any other Officer must, as applicable:
- (a) comply with their duties owed to PNZ as set out in sections 54 to 59 of the Societies Act when exercising their powers or performing their duties in the relevant role; and
  - (b) comply with their role as an officer of a charitable entity as set out in section 36A of the Charities Act.
- 14.3 The Board must keep and maintain an Interests Register of disclosures made by any Board Member, the CEO and any other Officer, in accordance with section 73 of the Societies Act, and present the current register to the Board at each Board Meeting.
- 14.4 Any Board Member, the CEO and any other Officer who is Interested in a Matter relating to PNZ must disclose the relevant interest to the Board in accordance with section 63 of the Societies Act.
- 14.5 In accordance with section 64 of the Societies Act, a Board Member who is Interested in a Matter relating to PNZ:
- (a) must not vote or take part in a decision of the Board relating to the Matter, unless all non-interested Board Members consent;
  - (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Board Members consent;
  - (c) may not take part in any Board discussion relating to the Matter or be present at the time of the Board decision, unless all non-interested Board Members decide otherwise;
  - (d) may be provided with any records and other documentation relating to the Matter that the Board determines are necessary to provide to the Interested Board Member; and
  - (e) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 14.6 The Board will ensure that all instances of compliance with Rule 14.5 are included in the minutes of each relevant Board Meeting.
- 14.7 Despite Rule 14.5, if 50% or more Board Members are Interested in a Matter and it is necessary or appropriate for PNZ to make a decision on the Matter, an SGM must be called to consider and determine the Matter.
- 14.8 The Board must notify Members of any failure to comply with section 63 or 64 of the Societies Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.

## **15 APPLICATION OF ASSETS/FUNDS**

- 15.1 All assets and funds of PNZ, including any income derived by PNZ, are held and to be applied to advance and achieve PNZ's Purposes.
- 15.2 Rule 15.1 does not preclude PNZ from paying remuneration or honoraria or providing any other form of consideration to any person, including any Member, Board Member or other person, for the supply of any goods and/or services to PNZ or from reimbursing any expense incurred by any such person, provided that:

- (a) the relevant goods and/or services are acquired by PNZ, or the relevant expense is incurred, in furtherance of, and in accordance with, PNZ's Purposes; and
- (b) the payment, consideration or expense must not be more than a reasonable, arm's length amount (relative to what would be agreed between unrelated parties) for the relevant transaction.

15.3 To the maximum extent permissible by law, Board Members and other Officers and personnel of PNZ shall be indemnified out of the assets and funds of PNZ against any liability arising out of the execution of their duties in connection with the relevant role, but not any criminal liability and not any other liability to the extent that it arises out of or is attributable to the person's dishonesty, wilful misconduct or gross negligence.

15.4 PNZ may also effect and maintain, in relation to the assets and funds of PNZ and PNZ's activities and in relation to the activities of Board Members and other Officers and personnel of PNZ, such policies of insurance as are not prohibited by the Societies Act or any other applicable law.

## **16 FINANCIAL MATTERS**

16.1 The financial year of PNZ shall, unless determined otherwise by the Board, commence on 1 January and end on 31 December.

16.2 The Board may require Members (but not Order of Merit Members) to pay a subscription fee, as determined by the Board.

16.3 The Board and CEO must ensure that proper records are kept of PNZ's financial transactions and that an Annual Report is prepared for each financial year and made available to Members at least fourteen (14) days prior to the AGM following the end of the relevant financial year. The Annual Report will include audited Annual Financial Statements for the relevant financial year, which must meet any statutory financial reporting and assurance obligations of PNZ.

16.4 The Board must adopt and implement appropriate policies as determined by the Board for management of PNZ's finances, including those for delegation and authorisation.

16.5 Any PNZ funds available for investment shall be invested in such manner as determined by the Board.

## **17 CONTRACTING**

17.1 A contract or other enforceable obligation may be entered into by PNZ as follows:

- (a) in the case of a deed, by entry into the deed on behalf of PNZ and with the deed being signed under the name of PNZ by:
  - (i) any two (2) or more Board Members or other Officers duly authorised by the Board; or
  - (ii) an Officer and/or another person duly authorised by the Board, whose signature or signatures must be witnessed;
- (b) in the case of a contract or other enforceable obligation without a deed, by entry into the obligation on behalf of PNZ by any person acting on behalf of, and under the authority of, the Board.

## **18 NOTICES**

18.1 Unless this Constitution expressly provides otherwise, notices provided or given under this Constitution must be in writing and any such notice may be provided or given:

- (a) in the case of notice to a Member, using the Member's email or postal address included in their Contact Details on the Member Register, or using any other Contact Details provided by the Member to PNZ for notification purposes; and
- (b) in the case of notice to PNZ, using PNZ's email or postal address, or using PNZ's registered office, as set out on the register under the Societies Act and/or the register under the Charities Act, or using any other Contact Details provided by PNZ to the person providing or giving the notice or published by PNZ for notification purposes.

## **19 DISPUTE RESOLUTION**

- 19.1 Subject to Rule 20.1 and the Integrity Sport and Recreation Act 2023, any dispute or complaint arising in respect of the governance, management and operation of PNZ and matters relating to those involved, or seeking to be involved, in or with PNZ or any PNZ team (including any dispute or complaint as referred to in section 38 of the Societies Act) will be dealt with:
- (a) in accordance with any applicable procedures prescribed by this Constitution and/or by any relevant Bylaws, which must be consistent with the rules of natural justice and must be interpreted and implemented accordingly; or
  - (b) in the absence of any applicable procedures as referred to in Rule 19.1(a), in accordance with the procedures set out in Schedule 2 of the Societies Act.
- 19.2 Any Bylaws prescribing dispute resolution procedures as referred to in Rule 19.1(a) must be published by PNZ or otherwise readily accessible to Members at all times.
- 19.3 If expressly permitted by this Constitution or any Bylaws, any decision made in relation to any dispute or complaint in accordance with Rule 19.1 may be appealed to the Sports Tribunal and the rules of the Sports Tribunal will apply to any such appeal.

## **20 INTEGRITY AND ANTI-DOPING**

- 20.1 If PNZ adopts an Integrity Code, PNZ and the Members are bound by the Integrity Code.
- 20.2 The Sports Anti-Doping Rules, as administered by the Sport Integrity Commission, will be binding on PNZ and its Members at all times in respect of any Paralympic Games, IPC Para sport event or any other sporting event, and in respect of all PNZ athletes and staff (including employees, contractors and volunteers) over which PNZ has jurisdiction.
- 20.3 Nothing in Rule 20.2 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.

## **21 APPLICATION AND AMENDMENT OR REPLACEMENT OF THIS CONSTITUTION**

- 21.1 This Constitution comes into effect upon PNZ's registration under the Societies Act, replacing PNZ's previous constitution under the Incorporated Societies Act 1908, and the transitional provisions set out in Schedule 2 apply in relation to the transition to this Constitution at the time it comes into effect.
- 21.2 Any Constitutional Change must be approved by a Special Resolution passed at a General Meeting in accordance with Rule 21.3 or made by the Board in accordance with Rule 21.4, but any proposed or purported Constitutional Change will not be valid or effective if it would:
- (a) contravene or be inconsistent with the Societies Act; or
  - (b) contravene or be inconsistent with the IPC Constitution or the World Anti-doping Code; or
  - (c) alter the fundamental nature of PNZ's Purposes; or
  - (d) affect the continued operation of PNZ for charitable purposes under New Zealand law, pursued for the benefit of the public and not for private profit.
- 21.3 In relation to the approval of any Constitutional Change by a Special Resolution passed at a General Meeting:
- (a) a Constitutional Change may be proposed by the Board or by at least four (4) NSO and/or RDSO Members for consideration at a General Meeting;
  - (b) the proposed Constitutional Change must be notified to the CEO by the closing date for submission of business for an AGM or as part of the Board's direction or Members' request to call an SGM, as applicable;

- (c) the proposed Constitutional Change must be specifically referred to in the notified agenda of the General Meeting, and the text of the changes must be included in that agenda or attached to that agenda as a supporting document, for the change to be voted on at the meeting; and
- (d) only the notified proposed Constitutional Change may be voted on and approved at the meeting, not any amended version of the proposed change.

21.4 The Board may make any Constitutional Change which has no more than a minor effect or corrects errors or makes similar technical alterations and to which no Member objects, in accordance section 31 of the Societies Act.

21.5 Any Constitutional Change approved under this Rule 21 must be registered under the Societies Act (and will take effect from the date of such registration), filed under the Charities Act, and made available to the IPC for review in accordance with the IPC Constitution, as soon as reasonably practicable.

## 22 DISSOLUTION AND DISTRIBUTION OF SURPLUS ASSETS

22.1 PNZ may be wound up and dissolved, and its surplus assets distributed, in accordance with the Societies Act and this Rule 22.

22.2 The Board must ensure that all Members are given at least thirty (30) days' notice of any proposed motion to be put to a General Meeting in relation to any one or more of the following:

- (a) appointment of a liquidator;
- (b) removal of PNZ from the Register of Incorporated Societies;
- (c) any other form of dissolution, winding up or amalgamation process;
- (d) distribution of PNZ's surplus assets as part of or in connection with any such process, and the notice must comply with section 228 of the Societies Act.

22.3 For any proposed motion as referred to in Rule 22.2 to be passed, it must be approved by a Special Resolution at the relevant General Meeting.

22.4 In relation to the distribution of PNZ's surplus assets as part of or in connection with any process referred to in Rule 22.2:

- (a) all costs, debts and liabilities of PNZ must first be met or otherwise satisfied or extinguished; and
- (b) subject to any trust or other binding terms or conditions applicable to any particular asset(s), PNZ's surplus assets must be distributed to one or more not-for-profit entities as defined under the Societies Act, provided that any such entity must operate for purposes that:
  - (i) are charitable purposes under New Zealand law, pursued for the benefit of the public and not for private profit; and
  - (ii) are equivalent or similar to, or include, all or any of PNZ's Purposes.

## 23 DEFINED TERMS

23.1 In this Constitution, unless the context requires otherwise:

**AGM** means an Annual General Meeting which must be called after the end of a financial year in accordance with Rule 10;

**Annual Financial Statements** means financial statements of PNZ for a financial year;

**Annual Report** means a report on the operations and affairs of PNZ during a financial year, including the audited Annual Financial Statements for that year;

**Associate Member** means a Member under the Associate Member category set out in Rule 5.4;

**Athlete Representative** means an active or recently retired (within the last 12 years) Paralympian;

**Athletes' Council** means the committee required to be established and supported by PNZ in accordance with Rule 13;

**BAP** means the Board Appointment Panel constituted in accordance with Rule 8.11;

**Board** means the governing body and committee of PNZ constituted in accordance with Rule 8;

**Board Chair** means a Board Member appointed as chair of the Board in accordance with Rule 8.17;

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



**Bylaws** means any bylaws, regulations, policies, codes, charters and procedures adopted in accordance with Rule 4.2, as amended or replaced from time to time;

**CEO** means an individual appointed by the Board as Chief Executive Officer or an equivalent position in accordance with Rule 9.1;

**Charities Act** means the Charities Act 2005;

**Contact Details**, in relation to an organisation or other person, means an electronic address and/or a postal address for the person and a telephone number for the person;

**Contact Person** means a contact person as defined under the Societies Act;

**Constitution** means this constitution setting out the rules of PNZ;

**Constitutional Change** means any amendment, rescission or replacement of this Constitution or any of the rules set out in this Constitution;

**Deputy Chair** means a Board Member appointed as deputy to the Board Chair in accordance with Rule 8.18;

**Eligible Para athlete** means a Para athlete who:

- (a) has represented New Zealand in a Para sport at a World Championships, Commonwealth Games or any other international competition within the past twelve (12) years;
- (b) is at least eighteen (18) years of age; and
- (c) has not received any sanctions in relation to the World Anti-Doping Code, or any other applicable rules of the IPC or any PNZ Bylaws;

**Eligible Paralympian** means a Paralympian who:

- (a) has represented New Zealand in at least one of the previous three (3) Paralympic Games (winter or summer);
- (b) is at least eighteen (18) years of age; and
- (c) has not received any sanctions in relation to the World Anti-Doping Code, or any other applicable rules of the IPC or any PNZ Bylaws;

**General Meeting** means a meeting of the Members of PNZ, being either an AGM or an SGM;

**Integrity Code** means an integrity code issued by the Sport Integrity Commission under section 19 of the Integrity Sport and Recreation Act 2023;

**Interested**, in relation to any Officer or other person and any Matter:

- (a) has the meaning given to that term under the Societies Act; and
- (b) also includes having any interest (whether financial or non-financial) as defined for the purpose of identifying potential conflicts of interest in any Board charter and governance manual, Board Member protocol and/or conflicts of interest policy adopted by PNZ from time to time;

**Interests Register** means the register of disclosures of interests required to be kept under Rule 14.3;

**International Federation** or **IF** means an independent sport federation recognised by the IPC as the sole representative of a Para sport;

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

**IPC Constitution** means the IPC constitution adopted by the IPC General Assembly, as amended or replaced from time to time;

**Major Transaction** means:

- (a) any proposed Matter or series of Matters that has or is likely to have the effect of PNZ acquiring or disposing of assets, rights or interests the value of which is more than half of the value of PNZ's assets and funds, but excluding any acquisition of assets, rights or interests by way of receipt of any bequest, donation or other such contribution in favour of PNZ;
- (b) any proposed Matter or series of Matters that has or is likely to have the effect of PNZ incurring obligations or liabilities the value of which is more than half of the value of PNZ's assets and funds; and
- (c) any proposal to deregister PNZ under the Charities Act or any other such Matter that would affect PNZ's eligibility to benefit from any tax concessions otherwise available to PNZ;

**Matter**, in relation to PNZ, means:

- (a) PNZ's performance of its activities or exercise of its powers; or
- (b) a transaction, an arrangement, an agreement or a contract made or entered into, or proposed to be made or entered into, by PNZ;

**Member** means an organisation or other person who is a Member of PNZ in accordance with Rule 5;

**Member Register** means the register of Members required to be kept under Rule 5.8;

**National Paralympic Committee** means a national organisation recognised by the IPC as the sole representative of the Paralympic Movement in the organisation's country or territory;

**NSO** means a National Sports Organisation for a Para sport in New Zealand;

**NSO Member** means a Member under the NSO Member category set out in Rule 5.2;

**Officer** means a Board Member, the CEO and any other individual treated as an officer of PNZ under the Societies Act and/or as an officer of PNZ under the Charities Act;

**Order of Merit Member** means a Member under the Order of Merit Member category set out in Rule 5.5;

**Ordinary Resolution** means a resolution approved by a majority of votes cast at a General Meeting, or at a meeting of the Board, by those eligible to vote at the relevant meeting;

**Para athlete** means a person who has represented New Zealand in a Para sport at a World Championships, Commonwealth Games or any other international competition;

**Para sport** means any sport in which persons with a disability participate in accordance with classification rules that are compliant with the IPC classification code and the related international standards;

**Paralympian** means a Para athlete who has represented New Zealand at any Paralympic Games (winter or summer);

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

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

**Purposes** means the purposes of PNZ set out in Rule 3.1;

**RDSO** means a regional disability sport organisation of the type described in Rule 5.3(a);

**RDSO Member** means a Member under the RDSO Member category set out in Rule 5.3;

**Remote Vote** means a method of casting a vote without being present at a meeting (including, by way of example, voting by post and/or by email or other electronic means), as determined by the Board;

**SGM** means a Special General Meeting which may be called in accordance with Rule 10;

**Societies Act** means the Incorporated Societies Act 2022;

**Special Resolution** means a resolution approved by a majority of at least seventy-five percent (75%) of votes cast at a General Meeting, or at a meeting of the Board, by those eligible to vote at the relevant meeting;

**Sport Integrity Commission** means the Integrity Sport and Recreation Commission established pursuant to the Integrity Sport and Recreation Act 2023;

**Sports Tribunal** means the Sports Tribunal of New Zealand established pursuant to the Sports Tribunal Act 2006; and

**World Anti-Doping Code** means the World Anti-Doping Code adopted by the World Anti-Doping Agency, as amended or replaced from time to time.

## 24 INTERPRETATION

24.1 In this Constitution, unless the context requires otherwise:

- (a) Words referring to the singular include the plural and vice versa.
- (b) Rule headings are for reference only.
- (c) References to anything in writing or written include words visibly represented, copied, or reproduced, including by email or other electronic means.
- (d) References to days are references to calendar days.
- (e) References to a person include an individual, a body corporate, an unincorporated body of persons, and any other entity or association recognised by law.
- (f) References to any particular entity include that entity's successors.
- (g) A reference to any legislation or legislative provision includes:
  - (i) any amendment to, re-enactment of, or replacement of, all or any part of that legislation or legislative provision; and

- (ii) any secondary legislation, regulations, rules, orders or instruments made or issued pursuant to that legislation or any amendment to, re-enactment of, or replacement of, that legislation.

24.2 The relationship between this Constitution and any Bylaws and the Societies Act and the IPC Constitution is as follows:

- (a) To the fullest extent possible, this Constitution and any Bylaws must be interpreted consistently with the Societies Act. In the event of any inconsistency with mandatory provisions of the Societies Act that cannot be excluded or modified by the Constitution and Bylaws, the Societies Act will prevail to the extent of the inconsistency.
- (b) Subject to Rule 24.2(a), to the fullest extent possible this Constitution and any Bylaws must be interpreted consistently with the IPC Constitution and any other rules, regulations, bylaws and directives of the IPC and with the World Anti-Doping Code. In the event of any inconsistency with any such rule, regulation, bylaw or directive or the code, the rule, regulation, bylaw or directive or the code will prevail to the extent of the inconsistency unless otherwise required by law.

24.3 Subject to Rule 24.2 and Rule 10.13, if any doubt or ambiguity arises as to the meaning or interpretation of this Constitution or any Bylaws, the matter may be decided by the Board and the decision of the Board will be final and conclusive.

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

**Schedule 1**  
**General Meetings – Notice Requirements**

<b>Type of General Meeting</b>	<b>Notice requirement</b>	<b>Notice deadline (days prior to the date of the meeting)</b>
AGM	<p>PNZ notice of the AGM to Members.</p> <p>The notice must include:</p> <ul style="list-style-type: none"> <li>• The date and time of the AGM.</li> <li>• The method of holding the AGM – in person and online, or online only.</li> <li>• The closing date for Members to submit business for the AGM.</li> </ul>	No later than 60 days.
	Board and Member notice of any business for the AGM to PNZ.	No later than 45 days.
	<p>PNZ notice of the AGM agenda to Members.</p> <p>The notice must include:</p> <ul style="list-style-type: none"> <li>• The date and time of the AGM.</li> <li>• The method of holding the AGM – in person and online, or online only.</li> <li>• As applicable, the physical venue for the AGM and/or details for participating online by electronic means.</li> <li>• The agenda for the AGM and any supporting documentation, including (if applicable) the text of any proposed constitutional change.</li> </ul>	No later than 30 days.
	PNZ notice of its annual report (including accounts) for the most recently completed financial year, including a copy of and/or details for accessing the report, to Members	No later than 14 days.
Non-urgent SGM	<p>PNZ notice of the SGM to Members.</p> <p>The notice must include:</p> <ul style="list-style-type: none"> <li>• The date and time of the SGM.</li> </ul>	No later than 30 days.

	<ul style="list-style-type: none"> <li>• The method of holding the SGM – in person and online, or online only.</li> <li>• As applicable, the physical venue for the SGM and/or details for participating online by electronic means.</li> <li>• The agenda for the SGM and any supporting documentation, including (if applicable) the text of any proposed constitutional change.</li> </ul>	
Urgent SGM	<p>PNZ notice of the SGM to Members.</p> <p>The notice must include:</p> <ul style="list-style-type: none"> <li>• The date and time of the SGM.</li> <li>• The method of holding the SGM – in person and online, or online only.</li> <li>• As applicable, the physical venue for the SGM and/or details for participating online by electronic means.</li> <li>• The agenda for the SGM and any supporting documentation, including (if applicable) the text of any proposed constitutional change.</li> </ul>	No later than 7 days.

## Schedule 2 Transitional Provisions

1. In relation to the transition to this Constitution at the time it comes into effect, unless the context requires otherwise and subject to clause 2 of this schedule:
  - (a) the members of PNZ in each category specified under PNZ's previous constitution will become Members of PNZ under this Constitution, in the corresponding category of membership under this Constitution except in the case of "Parafed Members" under the previous constitution who will become RDSO Members under this Constitution;
  - (b) the board members of PNZ elected and appointed under PNZ's previous constitution will continue as Board Members under this Constitution, as if they had been elected or appointed under this Constitution, for the terms specified in clause 3 of this schedule;
  - (c) the Athlete Representative position on the Board, and any other vacancy on the Board, will be filled in accordance with this Constitution as soon as reasonably practicable;
  - (d) any term of office wholly or partly served by an individual as a board member under PNZ's previous constitution will be counted in determining the individual's eligibility for election or appointment for any further term under this Constitution;
  - (e) the CEO and any other person appointed under PNZ's previous constitution will continue in the corresponding position (if applicable) under this Constitution, as if they had been appointed under this Constitution at the time they were appointed under the previous constitution, and for this purpose the BAP positions under Rule 8.11(a), (b) and (c) are deemed to correspond to the BAP positions under rule 9.7(a), (b) and (c) of the previous constitution respectively;
  - (f) any bylaws, policies, regulations and/or codes of PNZ under the previous constitution will continue in force as Bylaws under this Constitution to the extent that they are not inconsistent with this Constitution, until such time as they are revoked or replaced by the Board under this Constitution; and
  - (g) all other things done, including all contractual and other arrangements entered into, all decisions and appointments made, and any proceedings commenced, in accordance with PNZ's previous constitution and any other applicable law prior to this Constitution coming into effect will remain valid and effective and, if applicable, may be continued and completed under this Constitution.
2. If and to the extent required under the Societies Act:
  - (a) for a member of PNZ under PNZ's previous constitution to become a Member under this Constitution, the person must provide to PNZ in writing confirmation of their consent to be a Member and any Contact Details or other details required by PNZ for the Member Register; and
  - (b) for an individual to continue in any position with PNZ that would cause the individual to be an Officer of PNZ under the Societies Act, the individual must consent in writing to be an Officer and certify that they are not disqualified from being an officer of an incorporated society under the Societies Act.
3. The Board members of PNZ elected and appointed under PNZ's previous constitution and their respective terms under this Constitution shall be adjusted as set out in the table below. As soon as reasonably practicable after this Constitution comes into effect the BAP shall convene to determine which of the Board Members elected on 3 February 2025 will be Elected Board Members C, D and E in the table. Prior to the expiry of the term of Elected Board Member C, the BAP will (in consultation with the Board) convene and decide if the vacancy will be advertised (under Rule 8.9(a)), taking into account but not limited to whether the incumbent Elected Board Member C wishes to seek re-election for another term. If the BAP decides not to advertise, and the incumbent Elected Board Member C is agreeable, the BAP may recommend the incumbent to the Members for election for a further term.

Board member position	Date of election or appointment under PNZ's previous constitution	Date of expiry of term under this Constitution
Elected Board Member A	25 May 2023	31 January 2027
Elected Board Member B	25 May 2023	31 January 2027
Elected Board Member C	3 February 2025	31 January 2026
Elected Board Member D	3 February 2025	31 January 2028
Elected Board Member E	3 February 2025	31 January 2029
Appointed Board Member A	5 April 2022	31 January 2026
Appointed Board Member B	15 July 2024	31 January 2028