

CONSTITUTION OF **UNIVERSITY AND TERTIARY SPORT NEW ZEALAND INCORPORATED**

1.0 Name

- 1.1 The organisation shall be called “University and Tertiary Sport New Zealand Incorporated (“UTSNZ”).
- 1.2 UTSNZ is constituted by resolution dated 17 December 2015.

2.0 Registered Office

- 2.1 UTSNZ's registered office shall be at such place as determined by the Board of UTSNZ.

3.0 Purposes of University and Tertiary Sport New Zealand

- 3.1 The purposes of UTSNZ are to:
 - (a) To foster and develop opportunities for university and tertiary students to participate in competitive sport
 - (b) To facilitate inter campus national sporting competitions
 - (c) To establish, develop and maintain links with national sporting bodies and other relevant bodies.
 - (d) To facilitate opportunities for international university and tertiary competition
 - (e) To promote quality sport for university and tertiary students
 - (f) To support those involved in quality sport at universities and other tertiary bodies.
 - (g) To promote university and tertiary institution student wellbeing and health through sport and recreation
 - (h) Do anything necessary or helpful to the above purposes.
- 3.2 Pecuniary gain is not a purpose of UTSNZ.

Management of UTSNZ

4.0 Board

- 4.1 UTSNZ shall have a board (“the Board”), comprising the following persons:
 - (a) Five members elected at an Annual General Meeting of Members.
 - (b) Up to an additional three members co-opted from time to time by the board for terms of up to three years as determined on a case by case basis by the Board.

(c) At any time at least two Board Members shall be enrolled university or tertiary institute students at the time of their election or co-option.

5.0 Election and term of Board Members

- 5.1 At a General Meeting, the Members may elect by majority vote the five Board members referred to in (4) above.
- 5.2 In the event of any vote being tied the tie shall be resolved by another election. In the event of the second election being tied then the chairperson shall have a casting vote.
- 5.3 Board Members are elected for a term of three years.
- 5.4 Board members have a maximum tenure of 6 years (2 x three-year terms). An exception exists if the tenure of more than two directors expire at the same time, in this instance one director can remain for one further year to the following AGM.
- 5.5 For student representatives there is an exception to Clause 5.3. The three-year term will not apply if the student representative is no longer enrolled at a New Zealand tertiary institution. Instead, the term will end 6 months following withdrawal from or completion of study.

6.0 Cessation of Board Membership

- 6.1 Persons cease to be Board Members when:
 - (a) They resign by giving written notice to the Board.
 - (b) They are removed by majority vote of UTSNZ at a General Meeting.
 - (c) Their term expires.
- 6.2 If a person ceases to be a Board Member, that person must within one month give to the Board all Society documents and property.

7.0 Nomination of Board Members

- 7.1 Nominations for members of the Board shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Executive Director. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. [See also rule 21.4(b)] All retiring members of the Board shall be eligible for re-election.
- 7.2 If the position of any Board Member becomes vacant between Annual General Meetings, the Board may appoint another Member to fill that vacancy until the next Annual General Meeting.

- 7.3 If any Board Member is absent from three consecutive meetings without leave of absence the Chair may declare that person's position to be vacant.

8.0 Role of the Board

- 8.1 Subject to the rules of UTSNZ ("The Rules"), the role of the Board is to:

1. Elect a Chair from its number
2. Elect a Treasurer from its number
3. Administer, manage, and control UTSNZ
4. Co-opt from time to time as it deems fit up to an additional 3 Board Members to complement the skills and attributes of the elected Board Members
5. Carry out the purposes of UTSNZ, and use money or other assets to do that
6. Manage the financial affairs of UTSNZ, including approving the annual financial statements for presentation to the Members at the Annual General Meetings
7. Set accounting policies in line with generally accepted accounting practice
8. Delegate responsibility and co-opt members where necessary
9. Ensure that all Members follow the Rules
10. Decide how a university, polytechnic or other tertiary education provider becomes a Member, and stops being a Member
11. Decide the times and dates for Meetings, and set the agenda for Meetings
12. Decide the procedures for dealing with complaints
13. Set Membership fees, including subscriptions and levies
14. Appoint an Executive Director
15. Make regulations

- 8.2 The Board has all of the powers of UTSNZ, unless the Board's power is limited by these Rules, or by a majority decision of UTSNZ.

- 8.3 All decisions of the Board shall be by a majority vote. In the event of an equal vote, the Chair shall have a casting vote, that is, a second vote.

- 8.4 Decisions of the Committee bind UTSNZ, unless the Board's power is limited by these Rules or by a majority decision of UTSNZ.

9.0 Roles of Board Members

- 9.1 The Chair is responsible for:

- (a) Ensuring that the Rules are followed
- (b) Convening Meetings and establishing whether or not a quorum (half of the Committee) is present
- (c) Chairing Meetings, deciding who may speak and when
- (d) Overseeing the operation of UTSNZ
- (e) Providing a report on the operations of UTSNZ at each Annual General Meeting.

- 9.2 The Executive Director is responsible for:

- (a) Recording the minutes of Meetings

- (b) Keeping the Register of Members
- (c) Holding UTSNZ's records, documents, and books except those required for the Treasurer's function
- (d) Receiving and replying to correspondence as required by the Board
- (e) Forwarding the annual financial statements for UTSNZ to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
- (f) Advising the Registrar of Incorporated Societies of any rule changes

9.3 The Treasurer is responsible for:

- (a) Keeping proper accounting records of UTSNZ's financial transactions to allow its financial position to be readily ascertained
- (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with UTSNZ's accounting policies (see 8.1.7).
- (c) Providing a financial report at each Annual General Meeting
- (d) Providing financial information to the Board as the Board determines.

10.0 Board Meetings

- 10.1 Board meetings may be held via video or telephone conference, or other formats as the Board may decide
- 10.2 Board meetings will be held as required
- 10.3 No Board Meeting may be held unless more than half of the Board Members attend
- 10.4 The Chair shall chair Board Meetings, or if the Chair is absent, the Board shall elect a Board Member to chair that meeting
- 10.5 Decisions of the Board shall be by majority vote
- 10.6 The Chair or person acting as Chair has a casting vote, that is, a second vote
- 10.7 Only Board Members present at a Board Meeting may vote at that Board Meeting.
- 10.8 Subject to these Rules, the Board may regulate its own practices
- 10.9 The Chair or his nominee shall adjourn the meeting if necessary.
- 10.10 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of UTSNZ, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair may with the consent of any General Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 10.11 The Executive Director will be entitled to attend and speak at all Board meetings and General Meetings but will have no vote

Membership

11.0 Types of Members

- 11.1 All universities, polytechnics and other tertiary education providers are eligible for membership
- 11.2 UTSNZ may by majority vote at any general meeting elect to life membership any person in recognition of outstanding work for university and tertiary sport
- 11.3 Members have the rights and responsibilities set out in these Rules.

12.0 Admission of Members

- 12.1 To become a Member, a person (“the Applicant”) must:
 - (a) Complete an application form; and
 - (b) Supply any other information the Board requires.
- 12.2 The Board shall have complete discretion when it decides whether or not to allow the Applicant to become a Member.
- 12.3 The Board shall advise the Applicant of its decision, and that decision shall be final.

13.0 The Register of Members

- 13.1 UTSNZ shall keep a register of Members (“the Register”), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.
- 13.2 Each Member shall provide such other details as the Board requires.
- 13.3 Members shall have reasonable access to the Register of Members.

14.0 Cessation of Membership

- 14.1 Any Member may resign by giving written notice to UTSNZ as follows:
 - (i) Written notice must be received from the designated Voting Member of the tertiary institution.
 - (ii) Written notice to include confirmation and explanation of the reasons for wanting to cease membership of UTSNZ.
 - (iii) Written notice to state what UTSNZ could potentially do (if anything) to help remedy the situation, and/or retain membership status.
 - (iv) Written notice must be received on or before 30 June the year prior to the cessation of Membership, otherwise Annual Membership Fees will apply.
- 14.2 Membership is terminated in the following way:
 - (a) If, for any reason whatsoever, the Board is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of UTSNZ, the Board may give written notice of this to the Member (“the Board’s Notice”). The Board’s Notice must:

- (i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of UTSNZ;
 - (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Board giving reasons why the Board should not terminate the Member's Membership.
 - (iii) State that if, within 14 days of the Member receiving the Board's Notice, the Board is not satisfied, the Board may in its absolute discretion immediately terminate the Member's Membership.
 - (iv) State that if the Board terminates the Member's Membership, the Member may appeal to an Independent Advisory Committee. This committee is to be made up of an independent lawyer, current UTSNZ Member, Student Representative and NSO representative.
- (b) 14 days after the Member received the Board's Notice, the Board may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to UTSNZ at the next Meeting by giving written notice to UTSNZ ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.
- (c) If the Member gives the Member's Notice to UTSNZ, the Member will have the right to be fairly heard at a general Meeting held within the following 28 days. If the Member chooses, the Member may provide UTSNZ with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require UTSNZ to give the Member's Explanation to every other Member within 7 days of UTSNZ receiving the Member's Explanation. If the Member is not satisfied that the other UTSNZ Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following general Meeting.
- (d) When the Member is heard at a General Meeting, UTSNZ may question the Member and the Board Members.
- (e) UTSNZ shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The decision of UTSNZ will be final.

15.0 Obligations of Members

- 15.1 All Members (and Board Members) shall promote the purposes of UTSNZ and shall do nothing to bring UTSNZ into disrepute.

Money and other assets of UTSNZ

16.0 Use of Money and Other Assets

- 16.1 UTSNZ may only use money and other assets if:
- (a) It is for a purpose of UTSNZ;
 - (b) It is not for the sole personal or individual benefit of any Member; and
 - (c) That use has been approved by the board or a general meeting of UTSNZ

17.0 Joining Fees, Subscriptions and Levies

- 17.1 Members will be invoiced annually based on the annual membership fee set by the UTSNZ Board.
- 17.2 If any Member does not pay a Subscription or levy by the date set by the Board, UTSNZ will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to UTSNZ) have no Membership rights and shall not be entitled to participate in any UTSNZ activity.

18.0 Additional Powers

- 18.1 UTSNZ may:
- (a) Employ people for the purposes of UTSNZ;
 - (b) Exercise any power a trustee might exercise;
 - (c) Invest in any investment that a trustee might invest in;
 - (d) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

19.0 Financial Year

- 19.1 The financial year of the Society begins on 1 January of every year and ends on 31 December of the next year.

20.0 Assurance on the Financial Statements

- 20.1 UTSNZ shall appoint an Auditor or Reviewer to audit or Review the annual financial statements of UTSNZ. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with UTSNZ's accounting policies. The Auditor must be a suitably qualified person, and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If UTSNZ appoints an Auditor or Reviewer who is unable to act for some reason, the Board shall appoint another Auditor or Reviewer as a replacement.
- 20.2 The Board is responsible to provide the auditor or reviewer with:
- (a) Access to all information of which the Board is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
 - (b) Additional information that the auditor or reviewer may request from the Board for the purpose of the audit; and
 - (c) Reasonable access to persons within the Board from whom the auditor or reviewer determines it necessary to obtain evidence.
- 20.3 No review or audit of the annual financial statements is required unless a review or audit is requested by 5% of the Members at any properly convened General Meeting.

Conduct of meetings

21.0 General Meetings

- 21.1 A General Meeting is either an Annual General Meeting or a Special General Meeting.
- 21.2 The Annual General Meeting shall be held once every year no later than five months after the balance date of UTSNZ. The Board shall determine when and where UTSNZ shall meet within those dates.
- 21.3 Special General Meetings may be called by the Board. The Board must call a Special General Meeting if UTSNZ receives a written request signed by at least 10% of the Members.
- 21.4 The Executive Director shall:
- (a) Give all Members at least 14 days Written Notice of the business to be conducted at any General Meeting
 - (b) Additionally, UTSNZ will provide:
 - (i) A copy of the Chair's Report on the UTSNZ's operations and of the Annual Financial Statements as approved by the Board,
 - (ii) A list of Nominees for the Board and information about those Nominees if it has been provided. (The Executive Director must not provide Members with information exceeding 500 words per Nominee)
 - (iii) Notice of any motions and the Board's recommendations about those motions.
 - (iv) If the executive director has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 21.5 All Members may attend and vote at General Meetings.
- 21.6 Member organisations shall notify the executive director of the name of their voting representative in writing no later than 5 working days prior to the date of the general meeting.
- 21.7 Member organisations have one vote at any General Meeting. Proxy votes are not allowed.
- 21.8 No General Meeting may be held unless at least 75% of eligible Members attend. (This will constitute a quorum.)
- 21.9 All General Meetings shall be Chaired by the Chair. If the Chair is absent, UTSNZ shall elect another Board Member to Chair that meeting. Any person Chairing a General Meeting has a casting vote.
- 21.10 On any given motion at a general Meeting, the Chair shall in good faith determine whether to vote by:
- (a) Voices;

- (b) Show of hands; or
- (c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair will have a casting, that is, second vote.

21.11 The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous General Meeting(s);
- (b) The Chair's report on the business of UTSNZ;
- (c) The Treasurer's report on the finances of UTSNZ, and the Annual Financial Statements;
- (d) Election of Board Members;
- (e) Motions to be considered;
- (f) General business.

21.12 The Chair or their nominee shall adjourn the meeting if necessary.

21.13 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of UTSNZ, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair may with the consent of any General Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

22.0 Motions at General Meetings

22.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular General Meeting, by giving written notice to UTSNZ at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Board may in its absolute discretion decide whether or not the Board will vote on the motion. However, if the Member's Motion is signed by at least 50% of eligible Members:

- (a) It must be voted on at the General Meeting chosen by the Member; and
- (b) UTSNZ must give the Member's Information to all Members at least 14 days before the General Meeting chosen by the Member; or
- (c) If UTSNZ fails to do this, the Member has the right to raise the motion at the following General Meeting.

22.2 The Board may also decide to put forward motions for the Society to vote on ("Board Motions") which shall be suitably notified.

Student Athlete Commission

- 23.1 UTSNZ shall establish and maintain a Student Athletes Commission (SAC) comprising of 8 elected people who at the time of their election are current students and are involved in competitive sport at a member organisation.
- 23.2 The Board shall determine the method of election.
- 23.3 The term of election shall be three years.
- 23.4 In addition to those elected, The Board may co-opt up to three additional members being students as per 23.1 above to the SAC where there are identified skills gaps.
- 23.5 The purpose of the SAC shall be:
- (a) To advise the board on matters pertaining to student sports participation and achievement
 - (b) To provide a vehicle for student voice and participation in the development of university and tertiary sport

Common seal

24.0 Common seal

- 24.1 The Board shall provide a common seal for UTSNZ and may from time to time replace it with a new one.
- 24.2 The Board shall have custody of the common seal, which shall only be used by the authority of the Board with the exception of 24.3 below. Every document to which the common seal is affixed shall be signed by the Chair and countersigned by a member of the Board.
- 24.3 The Executive Director (ED) has authority to sign documents and affix the common seal to all International University Sports Federation (FISU) documentation.

Altering the rules

25.0 Altering the Rules

- 25.1 UTSNZ may alter or replace these Rules at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 25.2 Any proposed motion to amend or replace these Rules shall be signed by at least 50% of eligible Members and given in writing to UTSNZ at least 28 days before the General Meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.

- 25.3 At least 14 days before the General Meeting at which any Rule change is to be considered UTS NZ shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.
- 25.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until UTSNZ has filed the changes with the Registrar of Incorporated Societies.

Bylaws

25.0 Bylaws to govern UTSNZ

- 26.1 The Board may from time-to-time make, alter or rescind bylaws for the general management of UTSNZ, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of UTSNZ. A copy of the bylaws for the time being, shall be available for inspection by any member on request to UTSNZ.

Winding up

27.0 Winding up

- 27.1 If UTSNZ is wound up:
- (a) UTSNZ's debts, costs and liabilities shall be paid;
 - (b) Surplus Money and Other Assets of UTSNZ may be disposed of:
 - (i) By resolution; or
 - (ii) According to the provisions in the Incorporated Societies Act 1908; but
 - (c) No distribution may be made to any Member;
 - (d) The surplus Money and Other Assets shall be distributed to one or more charitable organisations registered as an Incorporated Society that has the aim or similar aims and purposes as UTSNZ.

Definitions

28.0 Definitions and Miscellaneous matters

- 28.1 In these Rules:
- (a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
 - (b) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by UTSNZ.
 - (c) "General Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Board Meeting.

- (d) “use Money or other assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (e) “Written Notice” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- (f) It is assumed that
 - (i) Where a masculine is used, the feminine is included
 - (ii) Where the singular is used, plural forms of the noun are also inferred
 - (iii) Headings are a matter of reference and not a part of the rules
- (g) Matters not covered in these rules shall be decided upon by the Board.