

Constitution of Sports Fly-Fishing New Zealand Incorporated (SFFNZ)

2026

**Sport Fly Fishing New Zealand
Constitution**

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**Sport Fly Fishing New Zealand
Constitution**

1. Definitions and interpretation

Definitions

1.1 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.

AGM or **Annual General Meeting** means a meeting of the Members of Sport Fly Fishing New Zealand held once a year convened under this Constitution.

Application means an application for membership as set out in clause 4.1.

Board means Sport Fly Fishing New Zealand's governing body.

Board Meeting means a meeting of the Board.

Board Member means a member of the Board, including the Chair.

Bylaws means any bylaws, policies, regulations and codes of Sport Fly Fishing New Zealand made under clause 14.1.

Casual Vacancy is a vacancy which arises on the Board when a Board Member does not serve their full term of office.

Constitution means this Constitution, including any amendments and any schedules to this Constitution.

Contact Details means an electronic address and a telephone number.

Contact Person means a person holding the position of contact person for Sport Fly Fishing New Zealand being the person the Registrar of Incorporated Societies can contact when needed.

Diversity, Equity and Inclusion mean ensuring fair and equitable opportunities are available to everyone to participate in sport and recreation irrespective of age, ability, ethnicity, gender, national origin, race, religion, sexual orientation, beliefs, or socio-economic status.

General Meeting means an AGM or SGM of Sport Fly Fishing New Zealand.

Individual Member means an individual that meets the requirement for individual membership.

Interests Register means the register of interest disclosures made by Officers kept under this Constitution.

Matter means:

- (a) Sport Fly Fishing New Zealand's performance of its activities or exercise of its powers; or

- (b) an arrangement, an agreement or a contract made or entered (or proposed to be made or entered) into by Sport Fly Fishing New Zealand.

Member means each person who for the time being is a member of Sport Fly Fishing New Zealand and includes all categories of members of Sport Fly Fishing New Zealand described in clause 4.3.

Member Register means the register of Members kept under this Constitution.

Officer means a Board Member and any natural person occupying a position in Sport Fly Fishing New Zealand that allows the person to exercise significant influence over the management or administration of Sport Fly Fishing New Zealand.

Ordinary Resolution means a resolution passed by a majority of votes cast.

Patron means a person who has agreed to be associated with Sport Fly Fishing New Zealand as a patron to show their support for Sport Fly Fishing New Zealand and to help establish or maintain public credibility of Sport Fly Fishing New Zealand.

President means the Board Member appointed as President of Sport Fly Fishing New Zealand under this Constitution.

Purposes means the purposes of Sport Fly Fishing New Zealand described in clause 3.1.

SGM or **Special General Meeting** means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.

Special Resolution means a resolution passed by a 75% majority of votes cast.

Working Day has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary in Wellington Region.

Interpretation

1.2 Unless the context otherwise requires:

- (a) Words referring to the singular include the plural and vice versa.
- (b) Clause headings are for reference only.
- (c) Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.
- (d) Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity's successors.
- (e) A reference to any legislation includes any secondary legislation, statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.
- (f) All periods of time or notice exclude the days on which they are given.

Notices

1.3 Subject to any other notice provision in this Constitution, any notice or other communication given under this Constitution must be in writing and will be given to:

- (a) a member to the address set out in their Contact Details.
- (b) Sport Fly Fishing New Zealand to secretary@sffnz.org.nz or by post to Sport Fly Fishing New Zealand's registered office set out on the Register of Incorporated Societies.

1.4 A notice is deemed to have been received:

- (a) if given by post, when left at the address of a person or five Working Days after being put in the post: or
- (b) if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" autoreply or other indication of non-receipt),

provided that any notice or communication received or deemed received after 5pm on a Working Day, or on a day which is not a Working Day, will be deemed not to have been received until the next Working Day.

2. **Details of Sport Fly Fishing New Zealand**

Name

2.1 The name of the society is Sport Fly Fishing New Zealand Incorporated (SFFNZ).

Status

2.2 Sport Fly Fishing New Zealand is the governing body in New Zealand/Aotearoa for Competitive Fresh Water Fly Fishing.

Registered office

2.3 The registered office of Sport Fly Fishing New Zealand is at the place in New Zealand/Aotearoa as the Board decides.

Contact person

2.4 At its first meeting following an AGM, the Board must appoint or reappoint at least one, and a maximum of three, persons to be the Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details

3. **Purpose and powers**

Purpose

3.1 The purposes of Sport Fly Fishing New Zealand are to:

- (a) be the national body in New Zealand/Aotearoa to promote, develop, foster and administer Competitive Fresh Water Fly Fishing, mainly as an amateur sport for the well-being, benefit and recreation of the public in New Zealand/Aotearoa.
- (b) support and assist its members to deliver Competitive Fresh Water Fly Fishing throughout New Zealand/Aotearoa.

- (c) promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance in Competitive Fresh Water Fly Fishing in Sport Fly Fishing New Zealand's activities.
- (d) lead, promote and enable Diversity, Equity and Inclusion across the whole organisation including governance of Sport Fly Fishing New Zealand and participation in competitive freshwater fly fishing.
- (e) promote, develop and co-ordinate Competitive Fresh Water Fly Fishing competitions.
- (f) publish and enforce the rules of Competitive Fresh Water Fly Fishing.
- (g) protect the integrity of Competitive Fresh Water Fly Fishing and Sport Fly Fishing New Zealand by developing and enforcing standards of conduct, ethical behavior and implementing good governance.
- (h) maintain membership of, and co-operate with, FIPS Mouche.
- (i) develop members to compete in international competitions as individuals or teams.

Capacity and powers

- 3.2 Sport Fly Fishing New Zealand has, both within and outside New Zealand, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter any transaction, subject to this Constitution, the Act, any other legislation, and the general law.

4. Members

Member application

- 4.1 An application to become a Member (**Application**) must be in the form required by Sport Fly Fishing New Zealand. All Applications are decided by the board, which may accept or decline an application in its absolute discretion. A person becomes a member when their application has been accepted, and they have paid the required membership fees and satisfied any other preconditions.

Member consent

- 4.2 A person or entity consents to become a member by applying to Sport Fly Fishing New Zealand and paying fees, unless otherwise specified in this Constitution.

Member categories

- 4.3 The Members of Sport Fly Fishing New Zealand are:
- (a) Individual Members.
 - (b) Life members, and
 - (c) any other categories of member as the Board determines.

Individual Members

- 4.4 The categories of Individual Members are: Youth Members and Adult Members.

Life Members

- 4.5 Life Membership may be granted in recognition and appreciation of outstanding service by an individual to Sport Fly Fishing New Zealand. Any Member may nominate an individual to become a Life Member by giving notice to the Board setting out the grounds for the nomination. The Board must then determine whether the nomination should be forwarded to a General Meeting for determination by the Members. A person may only be elected as a Life Member by a Special Resolution at a General Meeting. A person consents to becoming a Life Member on acceptance of their life membership.
- 4.6 Life Members have such rights and benefits as determined by the Board.

Member rights and obligations

- 4.7 Members acknowledge and agree that:
- (a) they are bound by, and will comply with, this Constitution and the Bylaws, and to the extent they apply, the rules, procedures or policies of FIPS Mouche.
 - (b) they are subject to the jurisdiction of Sport Fly Fishing New Zealand.
 - (c) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Board.
 - (d) to receive, or continue to receive or exercise member rights, they must meet all the member requirements set out in this Constitution and the Bylaws or as otherwise set by the Board, including payment of any membership or other fees within the required period as determined by the board.
 - (e) if they fail to comply with sub-clause (d) the Board may terminate their membership.
 - (f) they do not have any rights of ownership of, or the automatic right to use, the property of Sport Fly Fishing New Zealand; and
 - (g) they will promote the interests and Purposes of Sport Fly Fishing New Zealand and must not do anything to bring Sport Fly Fishing New Zealand into disrepute.

Suspension of a Member

- 4.8 If a Member is, or may be, in breach under clause 4.7, and the Board believes it is in the best interests of Sport Fly Fishing New Zealand to do so, the Board may suspend the Member until final determination of the matter under the dispute resolution process applicable to the matter. Before imposing any such suspension, the Member must be given notice of the suspension.
- 4.9 Unless otherwise determined by the Board, while a member is suspended the Member is:
- (a) not entitled to attend, speak or vote at a General Meeting.
 - (b) not entitled to any other rights or entitlements as a member.

- (c) in the case of an Individual Member, not entitled to continue to hold office in any position within Sport Fly Fishing New Zealand

until such time as the alleged breach is resolved or determined.

Ceasing to be a member

4.10 A Member ceases to be a member:

- (a) on their death.
- (b) by giving notice to the Board of their resignation.
- (c) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.
- (d) By failing to pay their annual subscription after a period as determined by the board.

4.11 A Member who ceases to be a member:

- (a) remains responsible to pay all their outstanding membership and other fees to Sport Fly Fishing New Zealand.
- (b) must return all property of Sport Fly Fishing New Zealand if required.
- (c) ceases to be entitled to any rights of a member but continues to be bound by the obligations of a Member under this Constitution if required by the Board.

Membership fees

4.12 The Board will decide any membership and other fees payable by members and the due date for those fees. The Board may determine different levels of membership fees and other fees for different types of Members.

Member Register

4.13 The Board will ensure an up-to-date Member Register is kept and the register must include:

- (a) each Member's name.
- (b) each Member's Contact Details.
- (c) the date each person became a member.

A Member must provide notice to Sport Fly Fishing New Zealand of any change to their Contact Details. The Member Register will be updated as soon as practicable after the Board becomes aware of changes of the information recorded in the Member Register. ¹

4.14 The Board will keep a record of the name of each person who has ceased to be a member of Sport Fly Fishing New Zealand within the previous 7 years and the date on which they ceased to be a member.

¹ When collecting personal information SFFNZ must comply with the Privacy Act 2020 (including collection, storage, correction, use and disclosure of personal information). See Sport New Zealand Ihi Aotearoa template [privacy policy](#).]

5. General Meetings

AGM

- 5.1 Sport Fly Fishing New Zealand must hold an AGM once a year at the time, date and place as the Board decides, but not more than 6 months after the balance date of Sport Fly Fishing New Zealand and not more than 15 months after the previous AGM.
- 5.2 The Members must be given at least 21 days' notice of the AGM. Notice to Members of an AGM may be given by electronic mail.

Business of AGM

- 5.3 The following business will be discussed at the AGM:
- (a) confirmation of the minutes of the previous AGM.
 - (b) the Board's presentation of the following information during the most recently completed accounting period:
 - (i) the annual report.
 - (ii) the annual financial statements.
 - (iii) the reviewed report of the financial statements.
 - (iv) notice of any disclosures of conflicts of interest made by Officers (including a summary of the Matters, or types of Matters, to which those disclosures relate).
 - (c) the election of any Board Members.
 - (d) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM.
 - (e) consideration of any other items of business that have been properly submitted for consideration at the AGM.
- 5.4 Members must give notice of any proposed motions and other items of business to the Sport Fly Fishing New Zealand no more than 14 days after notice of the AGM is given.
- 5.5 Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least 7 days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree unanimously to discuss any other items.

SGM

- 5.6 The Board must call a SGM if it receives a written request stating the purpose of the SGM from:
- (a) the Board itself; or
 - (b) by at least 50% of Members.
- 5.7 Members must be given at least 14 days' notice of the SGM, unless the Board, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.

- 5.8 A SGM may only consider and deal with the business specified in the request for the SGM.

Quorum

- 5.9 No business is to be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to start. The quorum for a General Meeting is 10 members who are entitled to vote including Members present by casting votes by electronic means. The quorum must always be present during the General Meeting.
- 5.10 If a quorum is not reached within 30 minutes of the scheduled start time of an AGM, the AGM is adjourned to a day, time and place determined by the chair of the AGM. If no quorum is achieved at the further AGM, the Members present, in person or through audio, audio visual link or other electronic communication, 15 minutes after the scheduled start time of that further AGM are deemed to constitute a valid quorum.
- 5.11 If a quorum (minimum of 10 members) is not reached within 30 minutes of the scheduled start time of an SGM, the SGM is cancelled.

Control of General Meetings

- 5.12 The Chair of Sport Fly Fishing New Zealand chairs General Meetings. If the Chair is unavailable, another member of the Board (appointed by the Board) will preside. In the absence of both of those persons, the Members present will elect a person to chair the General Meeting.

Attendance and voting

- 5.13 The following persons are eligible to attend and speak at General Meetings:
- (a) All individual members; and
 - (b) any other persons invited by the Board.
- 5.14 The voting entitlement for each Member eligible to vote is as follows:
- (a) One vote per member.

Method of voting

- 5.15 Voting is conducted by voices or a show of hands as determined by the Chair of the meeting, unless a secret ballot is called for and approved by Ordinary Resolution of Members or as otherwise required under this Constitution.
- 5.16 Elections of the Elected Board Members at an AGM must be undertaken by secret ballot. Two scrutineers must be appointed at the General Meeting to count the votes.
- 5.17 An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution.
- 5.18 Voting by electronic means is permitted.

Minutes

- 5.19 Full minutes must be kept of all General Meetings

Omissions and irregularities

- 5.20 The General Meeting and its business will not be invalidated simply because one or more Members do not receive notice of the General Meeting.
- 5.21 The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and relevant papers of the General Meeting or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the General Meeting if:
- (a) the Chair in their discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error, or omission; and
 - (b) a motion to proceed is put to the General Meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.

Resolution passed in lieu of meeting

- 5.22 A resolution in writing signed or consented to by email or other electronic means by a 75% majority of Members is valid as if it had been passed at a General Meeting provided the requirements under sections 89 to 92 of the Act are complied with. Any resolution may consist of several documents in the same form each signed by one or more Members.

6. Board

Functions and powers

- 6.1 Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution:
- (a) the Board must manage, direct or supervise the operation and affairs of Sport Fly Fishing New Zealand; and
 - (b) the Board has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of Sport Fly Fishing New Zealand.

Composition

- 6.2 The Board consists of
- (a) up to 9 persons elected at the AGM.

Election of Board Members**Board Members are elected as follows:**

- (b) the Board must call for nominations for any Board Member positions that are to be vacated at an AGM by a date set by the Board and if no date is set, at least 21 days before the AGM;

- (c) nominations are made in the form² decided by the Board and must be received by the date set by the Board and if no date is set, at least 21 days before the AGM;
- (d) the Board must give notice of the nominations to all Members at least 14 days before the AGM;
- (e) at the AGM, if there are more nominees than number of positions available, the election is by secret ballot;
- (f) those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected;
- (g) if the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees;
- (h) if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.

Qualification

6.3 Every Board Member must, in writing:

- (a) consent to be a Board Member; and
- (b) certify that they are not disqualified from being elected, appointed or holding office as a Board Member by this Constitution or under section 47 of the Act.

Disqualification

6.4 The following persons are disqualified from being elected, appointed or holding office as a Board Member.

- (a) A person who is an employee of, or contractor to Sport Fly Fishing New Zealand.
- (b) A person who is disqualified from being elected, appointed or holding office as a Board Member under section 47 of Act.
- (c) A person who has been removed as a Board Member following a process under this Constitution or any Bylaw.

6.5 If an existing Board Member becomes or holds any position in clauses 6.4(a)(a) then upon appointment to such a position, that Board Member is deemed to have vacated their office as a Board Member.

6.6 If any of the circumstances listed in clause 6.4(b).4(c) occur to an existing Board Member, that Board Member is deemed to have vacated their office upon the relevant authority making an order or finding against the Board Member of any of those circumstances.

² The form should include a requirement for disclosure of any actual or potential conflicts of interests or if the person is involved/closely connected with a person or activity which has or may bring the organisation or the sport/recreation into disrepute or which may be prejudicial to the purposes or the interests of the organisation and/or the sport/recreation if they become a Board Member.

Term of office

- 6.7 The term of office for all Board Members is three years, expiring at the end of the relevant AGM. A Board Member may be re-elected to the Board following their term.
- 6.8 The term of any period served to fill a Casual Vacancy is disregarded for the purposes of calculating the total terms served.

Vacancies

- 6.9 If there is a Casual Vacancy on the Board of an Elected Board Member, the remaining Board Members may:
- (a) appoint a person of their choice to fill the Casual Vacancy until the expiry of the term of the person they replace;
 - (b) appoint a person of their choice to fill the Casual Vacancy only until the next AGM, at which a person is elected under clause 6.2b to fill the remainder of the term of the Casual Vacancy;
 - (c) may leave the Casual Vacancy unfilled until the next AGM, at which a person is elected under clause 6.2b fill the remainder of the term of the Casual Vacancy.

Suspension of Board Member

- 6.10 If a Board Member is or may be the subject of an allegation or notice relating to a matter described under clause 6.4 or any other circumstances arise in relation to a Board Member which are or may be of concern to the Board, the remaining Board Members may, by Special Resolution, suspend the Board Member from the Board and set conditions it requires pending the final determination of the allegation, notice or circumstances. Before imposing any suspension, the Board Member must be given notice of the suspension.

Removal of Board Member

- 6.11 The Board may, by Special Resolution, remove a Board Member from the Board before the expiry of their term of office if the Board considers the Board Member concerned:
- (a) has seriously breached duties under this Constitution or the Act; or
 - (b) is no longer a suitable person to be a Board Member; or
 - (c) is involved with, interested in, or otherwise closely connected to a person or activity which has or may bring Sport Fly Fishing New Zealand or competitive fresh water fly fishing into disrepute or which may be prejudicial to the Purposes or the interests of Sport Fly Fishing New Zealand and/or competitive fresh water fly fishing if they remain as a Board Member.

The Board Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.

- 6.12 Before considering a motion for removal, the Board Member who is the subject of the motion must be given:
- (a) notice that a Board Meeting is to be held to discuss the motion to remove the Board Member; and

- (b) adequate time to prepare a response; and
- (c) the opportunity prior to the Board Meeting to make written submissions; and
- (d) the opportunity to be heard at the Board Meeting.

Board Member ceasing to hold office

- 6.13 A person ceases to be a Board Member if:
- (a) their term expires;
 - (b) the person resigns by delivering a signed notice of resignation to the Board;
 - (c) the person is removed from office under this Constitution;
 - (d) the person becomes disqualified from being an officer under section 47(3) of the Act; or
 - (e) the person dies.

7. Board Meetings

- 7.1 Board Meetings may be called at any time by the Chair or by three Board Members, but generally the Board meets monthly.
- 7.2 Except to the extent specified in the Act or this Constitution, the Board may regulate its own procedure.

Quorum

- 7.3 The quorum for a Board Meeting is 50% of Board Members.
- 7.4 Any Board Member may be counted for the purposes of a quorum, participate in any Board Meeting and vote on any proposed resolution at a meeting without being physically present. This may only occur at Board Meetings by audio or audio-visual link or other electronic communication provided that all persons participating in the Board Meeting can hear each other effectively and simultaneously.

Chair

- 7.5 At its first meeting following an AGM, the Board must elect a Chair.
- 7.6 The role of the Chair is to chair meetings of the Board. If the Chair is unavailable, another Board Member must be appointed by the Board to undertake the Chair's role during the period of unavailability.

Voting

- 7.7 Each Board Member has one vote. Voting is by voices or on request of any Board Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted
- 7.8 The Chair does not have a casting vote.

Resolution in writing

- 7.9 A resolution in writing signed or consented to by email or other electronic means by the required majority of Board Members is valid as if it had been passed at a meeting of the Board. Any resolution may consist of several documents in the same form each signed by one or more Board Members.

8. Officers' Duties

8.1 An Officer:

- (a) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of Sport Fly Fishing New Zealand;
- (b) must exercise a power as an Officer for a proper purpose;
- (c) must not act, or agree to Sport Fly Fishing New Zealand acting, in a manner that contravenes the Act or this Constitution;
- (d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of Sport Fly Fishing New Zealand, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;
- (e) must not agree to the activities of Sport Fly Fishing New Zealand being carried on in a manner likely to create a substantial risk of serious loss to Sport Fly Fishing New Zealand's creditors or cause or allow the activities of Sport Fly Fishing New Zealand to be carried on in a manner likely to create a substantial risk of serious loss to Sport Fly Fishing New Zealand's creditors;
- (f) must not agree to Sport Fly Fishing New Zealand incurring an obligation unless the Officer believes at that time on reasonable grounds that Sport Fly Fishing New Zealand will be able to perform the obligation when it is required to do so; and
- (g) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
 - (i) an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - (ii) a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence; or
 - (iii) any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority,

if the Officer, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

9. Interests

9.1 An Officer is **Interested** in a Matter if the Officer:

- (a) may obtain a financial benefit from the Matter; or
- (b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the Matter; or
- (c) may have a financial interest in a person to whom the Matter relates; or
- (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates,

but an Officer is not interested in a Matter:

- (e) merely because the Officer receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
- (f) if the Officer's interest is the same or substantially the same as the benefit or interest of all or most other Members of Sport Fly Fishing New Zealand due to the membership of those members; or
- (g) if the Officer's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Officer in carrying out their responsibilities under the Act or this Constitution.

9.2 The Board must keep an Interests Register.

9.3 An Officer who is Interested in a Matter relating to Sport Fly Fishing New Zealand must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board, as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the Interests Register.

9.4 A Board Member who is Interested in a Matter:

- (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) must 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 consent;
- (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

9.5 Despite clause 9.4, if 50% or more Board Members are Interested in a Matter, an SGM must be called to consider and determine the Matter.

9.6 The Board must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure in the manner set out in the Regulations.

10. Patron

- 10.1 An individual may be invited and appointed by the Board to be the Patron. If a Patron is appointed, they are deemed to be an ex-officio member of the board and as such is entitled to attend and speak at General Meetings.

11. Finances

- 11.1 The funds and property of Sport Fly Fishing New Zealand are:
- (a) controlled, invested and disposed of by the Board, subject to this Constitution; and
 - (b) devoted solely to the promotion of the Purposes.
- 11.2 Sport Fly Fishing New Zealand's balance date 31 June or on the date as the Board decides.
- 11.3 Sport Fly Fishing New Zealand's financial statements are not required to be reviewed each year, however the board approved financial statements must be submitted to the AGM.

No personal benefit

- 11.4 The Officers and Members may not receive any distributions of profit or income from Sport Fly Fishing New Zealand. This does not prevent Officers or Members:
- (a) receiving reimbursement of actual and reasonable expenses incurred, or
 - (b) entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,
- provided no Officer or Member is allowed to influence any such decision made by Sport Fly Fishing New Zealand in respect of payments or transactions between it and them, their direct family or any associated entity.

12. Method of contracting

- 12.1 A contract or other enforceable obligation may be entered into by Sport Fly Fishing New Zealand:
- (a) by deed by:
 - (i) 2 or more Officers; or
 - (ii) an Officer, or other person or class of persons, whose signature or signatures must be witnessed; or
 - (b) by agreement by a person acting under Sport Fly Fishing New Zealand's express or implied authority.

13. Amendments

Amendment

- 13.1 This Constitution may only be amended or replaced by Special Resolution at a General Meeting.
- 13.2 No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.
- 13.3 If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, the Board may give notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment. If the Board does not receive any objections from Members within 14 Working Days after the date on which the notice is sent, or any longer period of time that the Board decides, the Board may make that amendment. If it does receive an objection, the Board may not make the amendment.

14. Bylaws

- 14.1 The Board may make and amend Bylaws for the conduct and control of Sport Fly Fishing New Zealand's activities and codes of conduct applicable to Members. Any Bylaw must be consistent with this Constitution, the Purposes, the Act and any other laws. All Bylaws are binding on Sport Fly Fishing New Zealand and the Members.
- 14.2 The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

15. Integrity

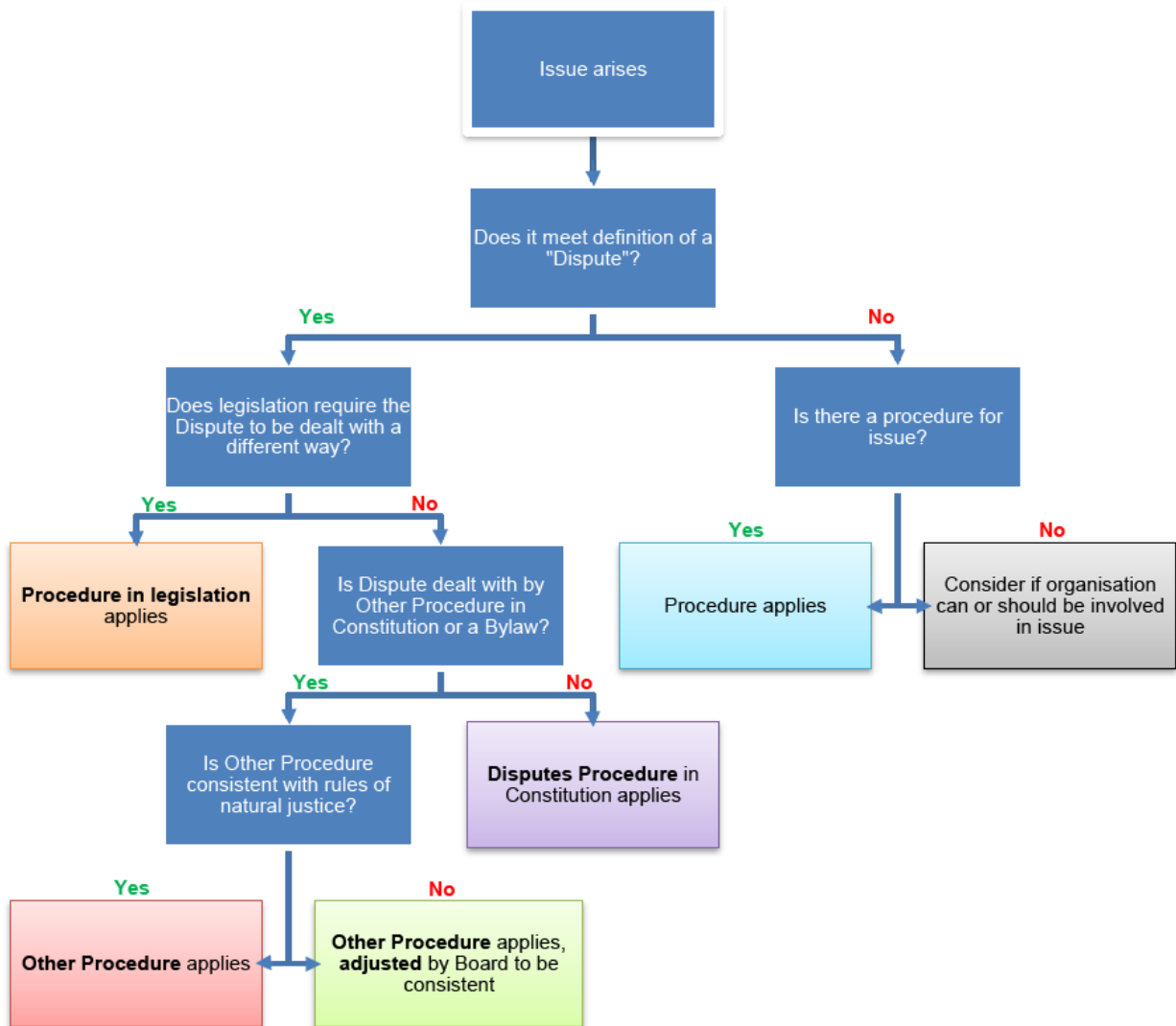
Anti-doping

- 15.1 Sport Fly Fishing New Zealand adopts the Sports Anti-Doping Rules (**SADR**) made by the Integrity Sport and Recreation Commission under the Integrity Sport and Recreation Act 2023 as its Bylaws on anti-doping and agrees to be bound by SADR. All Members:
- (a) agree to the application of SADR; and
 - (b) must require in their constitutions that their members agree to the application of SADR.

Integrity Code

- 15.2 In this clause 15 **Integrity Code** means an integrity code issued by the Integrity Sport and Recreation Commission under section 19 of the Integrity Sport and Recreation Act 2023.
- 15.3 If Sport Fly Fishing New Zealand adopts an Integrity Code, the Members of Sport Fly Fishing New Zealand are bound by the Integrity Code.

16. **Dispute resolution**



Definitions

16.1 In this clause:

- (a) **Dispute** means a disagreement or conflict between and among any one or more Members, any one or more Officers and Sport Fly Fishing New Zealand, that relates to an allegation that:
 - (i) a Member or an Officer has engaged in misconduct; or
 - (ii) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - (iii) Sport Fly Fishing New Zealand has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - (iv) a Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged;
- (b) **Disputes Procedure** means the procedure for resolving a Dispute set out in clauses 16.6.6 to 16.17.18;
- (c) a **member** is a reference to a member acting in their capacity as a Member.
- (d) an **Officer** is a reference to an Officer acting in their capacity as an Officer.

Application of other legislation to a Dispute

16.2 The Disputes Procedure will not apply to a Dispute to the extent that other legislation requires the Dispute to be dealt with in a different way. The Disputes Procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.

Application of other procedures under this Constitution or in a Bylaw

16.3 If the Dispute is dealt with by a separate procedure under this Constitution or in a Bylaw (**Other Procedure**), that Other Procedure applies to the exclusion of the Disputes Procedure. If any part of the Other Procedure is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the Other Procedure will continue to apply together with adjustments as determined by the Board in its discretion so that the Other Procedure is consistent with the rules of natural justice.

16.4 If the conduct, incident, event or issue does not meet the definition of a Dispute and is managed by any Other Procedure, that Other Procedure applies to the exclusion of the Disputes Procedure.

Application of the Disputes Procedure

16.5 If the Dispute is not required by other legislation to be dealt with in a different way and it is not dealt with by any Other Procedure, the Disputes Procedure applies to the Dispute.

Disputes Procedure

Raising a complaint

16.6 A Member or an Officer may start the Disputes Procedure (a **Complaint**) by giving written notice to the Board setting out:

- (a) the allegation to which the dispute relates and who the allegation is against; and

- (b) any other information reasonably required by Sport Fly Fishing New Zealand.
- 16.7 Sport Fly Fishing New Zealand may make a Complaint involving an allegation against a Member or an Officer by giving notice to the person concerned setting out the allegation to which the Dispute relates.
- 16.8 The information given must be enough to ensure a person against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

Investigating and determining Disputes

- 16.9 Unless otherwise provided, Sport Fly Fishing New Zealand must as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and determined.
- 16.10 Disputes must be dealt with in a fair, efficient, and effective manner.

Decision to not proceed

Despite the contents of the Disputes Procedure, Sport Fly Fishing New Zealand may decide not to proceed with a matter if:

- (a) the Complaint is trivial; or
- (b) the Complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) any material misconduct; or
 - (ii) any material breach or likelihood of material breach of a duty under this Constitution or the Act; or
 - (iii) any material damage to a Member's rights or interests or Members' rights or interests generally; or
- (c) the Complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the Complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under this Constitution; or
- (f) there has been an undue delay in making the Complaint; or

Complaint may be referred

- 16.11 Sport Fly Fishing New Zealand may refer a Complaint to:
 - (a) a hearing body or person authorised, delegated or appointed by the Board to hear and resolve Disputes, and includes an arbitral tribunal (**Hearing Body**); or
 - (b) a subcommittee or an external person to investigate and report; or
 - (c) any type of consensual dispute resolution with the consent of all parties to the Complaint.

Hearing Body

- 16.12 The Board may determine the composition, jurisdiction, functions and procedures of, and any sanctions which can be imposed by, any Hearing Body. Each Hearing Body has delegated authority by the Board to resolve, or assist to resolve, Complaints.

Bias

- 16.13 An individual may not be part of a Hearing Body in relation to a Complaint if two or more members of the Board or of the Hearing Body consider there are reasonable grounds to believe that the individual may not be:
- (a) impartial; or
 - (b) able to consider the matter without a predetermined view.

Complainant's right to be heard

- 16.14 The Member or Officer has a right to be heard before the Complaint is resolved or any outcome is determined. If Sport Fly Fishing New Zealand makes a Complaint, Sport Fly Fishing New Zealand has a right to be heard before the Complaint is resolved or any outcome is determined, and a Board Member may exercise that right on behalf of Sport Fly Fishing New Zealand.
- 16.15 A Member or Officer or Sport Fly Fishing New Zealand must be taken to have been given the right if:
- (a) the Member or Officer or Sport Fly Fishing New Zealand has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and
 - (b) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
 - (c) an oral hearing, if any, is held before the Hearing Body; and
 - (d) the Member's or Officer's or Sport Fly Fishing New Zealand's written statement or submission, if any, are considered by the Hearing Body.

Respondent's right to be heard

- 16.16 The Member or Officer who, or Sport Fly Fishing New Zealand which, is the subject of the Complaint (**Respondent**) has a right to be heard before the Complaint is resolved or any outcome is determined. If the Respondent is Sport Fly Fishing New Zealand, a Board Member may exercise the right on behalf of Sport Fly Fishing New Zealand. A Respondent must be taken to have been given the right if:
- (a) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response; and
 - (b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and
 - (c) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
 - (d) an oral hearing, if any, is held before the Hearing Body; and

- (e) the Respondent's written statement or submissions, if any, are considered by the Hearing Body.

Appeals

- 16.17 There is no right of appeal or right of review of a decision unless specified.

17. Liquidation and removal

- 17.1 The Board must give notice to all Members at least 20 Working Days of a proposed motion:
- (a) to appoint a liquidator.
 - (b) to remove Sport Fly Fishing New Zealand from the Register of Incorporated Societies; or
 - (c) for the distribution of Sport Fly Fishing New Zealand's surplus assets.
- 17.2 The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.
- 17.3 Any resolution for a motion set out in clauses 17.1(a) to (c) must be passed by a Special Resolution of Members.
- 17.4 The surplus assets of Sport Fly Fishing New Zealand, after the payment of all costs, debts and liabilities, must be disposed of to any other not-for-profit entity that shares similar purposes to Sport Fly Fishing New Zealand require that on winding up, any surplus assets must be given to other not-for-profits within the meaning of section 5(3), Inc Soc Act.
- 17.5 Subject to the Act, the Board may amend any requirement for and/or the date by which this Constitution requires anything to be done. This clause applies for a period of 18 months and is solely to enable flexibility in the transition of Sport Fly Fishing New Zealand from the previous constitution to this Constitution and to correct any unintended consequences occurring through different wording being used.

Transition of Board Members

- 17.6 Subject to this Constitution, every Board Member which was a Board Member of Sport Fly Fishing New Zealand immediately prior to the commencement of this Constitution, continues as a Board Member.

Transition of Members

- 17.7 Subject to this Constitution, every Member which was a member of Sport Fly Fishing New Zealand and recorded on the Member Register immediately prior to the commencement of this Constitution, continues as a Member.

Transition of Bylaws

- 17.8 All bylaws, policies, regulations of Sport Fly Fishing New Zealand which were in force immediately prior to this Constitution or any previous rules coming into force continue in force, until such time as they are revoked by the Board. If any of those bylaws, policies,

regulations are inconsistent with this Constitution (whether in whole or in part), the Board will determine the matter as it sees fit, to the extent of any such inconsistency.