

CONSTITUTION OF
New Zealand Axemen's Association Incorporated

1. TITLE

Title of this organisation shall be known as the New Zealand Axemen's Association (Incorporated).

2. DEFINITIONS

- a. Association Means the New Zealand Axemen's Association (Incorporated)
- b. Axemen Means male and female competitors in wood chopping and sawing events
- c. Incorporated Society means a society registered as an incorporated society under the Incorporated Societies Act 1908 as amended from time to time or any statute which may replace or substitute for it
- d. Members Means the Sub-Associations
- e. Sub-Association(s) Means:
 - i. **The Northland Axemen's Association**
Comprising the area of New Zealand north of a straight line from Silverdale to Kaupapapapa.
 - ii. **The Northern Axemen's North Island Association**
Comprising the area of New Zealand that is between the Northern Axemen's Association and Central Axemen's Association.
 - iii. **The Central Axemen's Association**
The north boundary of which is defined as a straight line from Hicks Bay to Mount Tongariro Trig, then a straight line to Moarangi, then in a straight line west to Awakino. The south boundary of which is defined as the southern coast of the North Island.
 - iv. **The Southern Axemen's Association**
Comprising the area of New Zealand that lies south of the area of the Central Axemen's Association and includes Stewart Island and the Chatham Islands.
- f. Council means the executive Council defined at clause 5 below.
- g. Life Member means a Life Member of the Association nominated and approved in accordance with clause 4 c below.
- h. Competitor means an individual registered as a competitor with the Association through a Member whether or not that individual is in fact competing.
- i. Office Bearers Means:
 - a. the President;
 - b. the Vice-President; and
 - c. the Secretary
 - d. the Treasurer

- j. General Meeting Means an annual general meeting and/or special general meeting of the Association as the context requires.
- k. Quorum of Members Meetings Means 66% of the Members' Representatives.
- l. "Members' Representative" or "Members' Representatives" Means a Member's representative or Members' representatives on the Council.
- m. "Members' Meeting" or "Meeting of Members" Means a Council meeting and a General Meeting.
- n. "Secretary" Means the Secretary of the Association
- o. "Treasurer" Means the Treasurer of the Association.
- p. electronic transmission means facsimile (FAX) document, an email message, or on-line electronic "chat" message or discussion board.

3. OBJECTS

- a. To administer wood chopping and sawing events throughout New Zealand, and to foster and control growth and development of the sport.
- b. To do whatever the Association deems reasonably appropriate to encourage and promote by demonstration and competition wood chopping and sawing events for which prizes may be awarded for merit and ability.
- c. To have the authority to annually co-opt a promotional body to be responsible for organising events and sponsorship for TV, shows, etc. when and where required.
- d. To construct and amend Association rules, by-laws and regulations for the purpose of a uniform system of wood chopping and sawing competition rules throughout New Zealand.
- e. To be responsible for the conducting of national and international events (unless delegated to other parties by the Association).
- f. To support a Member, centre or club that conducts a national or international event and axemen who compete in such events.
- g. To have the power to lay down the format for selecting axemen to compete in national and international events and to appoint a manager if deemed appropriate by the Association.
- h. To hold or allot national and international events as considered reasonably appropriate by the Association.
- i. To be responsible for holding a master register of axemen registered in New Zealand for each season.
- j. To certify and register all:
 - i. New Zealand records established by registered New Zealand competitors at a public meeting; and
 - ii. The results of New Zealand Championships, conducted under Association rules and by permission of the Association.
- k. To take such disciplinary action as the Association deems appropriate against any Member, Life Member, centre, club, official or competitor who fails to comply with any rules, by-laws or regulations of the Association.

- l. To act as coordinator between Members and show societies (overseas) to establish handicap marks for New Zealand axemen competing outside New Zealand.
- m. To hear appeals brought against the decisions of Members.
- n. To borrow, raise and invest money, purchase apparatus, goods or material for the purpose of promoting the objects of the Association.
- o. To purchase, lease or otherwise acquire, exchange, sell or otherwise dispose of, any land, building or property that the Association deems appropriate.
- p. To do all such other lawful things as are incidental or conducive to the attainment of objects of the Association or any of them.

4. CONSTITUTION

a. Membership

- i. The membership of the Association is divided into two (2) classes:
 - aa. Members; and
 - bb. Life Members.

b. Members

- i. A new Member or Members may be appointed by the division of an existing Sub-Association into two or more Sub-Associations.
- ii. The motion to divide an existing Sub-Association must be in writing and signed by two (2) existing Members as proposer and second respectively one of which must be from the Sub-Association to be divided. The motion must have been moved, seconded and passed by both the proposer and second Member at their respective annual general meetings.
- iii. The motion must be approved by special resolution at an annual general meeting or special general meeting of the Association.

c. Life Members

- i. Any individual who is a member of a Sub Association may be nominated as a Life Member by the Sub-Association of which s/he is a member.
- ii. The nomination must be in writing and have been moved, seconded and passed at an annual general meeting of the Sub-Association.
- iii. The nomination must be approved by special resolution at a General Meeting of the Association.

5. GOVERNMENT

- a. The Association shall be governed by the Council whose purpose shall be the attainment of the objects of the Association as set out at Clause 3 above.
- b. The Council shall consist of two (2) representatives appointed annually from each of the Members. In the event of a vacancy occurring in the Council, the Member whose representation on the Council has fallen below two (2) shall appoint another representative to fill such vacancy for the unexpired period of the annual term.

6. POWERS AND AUTHORITY OF THE COUNCIL

In order to achieve the objects of the Association, as set out at clause 3 above, the Council shall have the power to:

- a. Bind the Members of the Association.
- b. Manage the financial affairs of the Association.
- c. Delegate and co-opt Members' Representatives, appoint sub-committees of Members' Representatives and such sub-committees may consist of one person.
- d. Contract with staff, Members, Life Members, Members' Representatives, sponsors, media or any other person or organisation.
- e. Expel and suspend members who fail to obey the rules of the Association and/or have not paid their membership fees or any other amounts owing to the Association – these powers are more particularly set out in clause 18 (Suspension and Expulsion).
- f. Disseminate private and other information about Members, Members' Representatives, Competitors, Office Bearers and officials with their consent provided the purpose of such dissemination is to further the objects of the Association.
- g. Arrange insurance on behalf of the Council (including Members' Representatives) of any type considered by the Council to be reasonably appropriate for the Association or its activities.
- h. Make or alter rules, regulations and by-laws by resolution to a General Meeting of the Association.
- i. Formulate disciplinary procedures including rights of appeal.
- j. Take such disciplinary action as the Council deems appropriate against any Member, Life Member, Members' Representative, Centre, club, official or Competitor who fails to comply with any rules, by-law, regulation or decision of the Association.
- k. Do anything else which it considers is necessary to carry out the objects of the Association.

7. OFFICE BEARERS

The Office Bearers shall be elected from the Members' Representatives. The Secretary and the Treasurer may if necessary be elected from outside the Members' Representatives.

8. DUTIES OF OFFICE BEARERS

a. **The President**

Must be acquainted with the constitution, rules, by-laws and regulations of the Association, should be experienced and capable of conducting meetings of the Council and must be capable of ruling with good judgment. If present, he or she shall chair all Council meetings and General Meetings. He or she shall perform all the duties usually associated with the office of President. He or she shall be consulted on all matters related to the welfare of the Association, and all public statements required from the Association shall be made through him or her or with his or her consent.

b. **The Vice-President**

Is to assist the President when necessary. In the event of the President being unable to perform a duty or duties, the Vice-President may be appointed by the President or by the Council to perform a duty on his or her behalf.

c. **The Secretary**

Must become acquainted with as well as guard and maintain the constitution, rules, by-laws and regulations governing the order and conduct of the Association. He or she shall record full and accurate minutes of all meetings of the Association (including Council and sub-committee meetings), must receive and dispatch correspondence according to instructions, attend to the necessary arrangements prior to meetings, and keep in close contact with the President and Members' Representatives on all matters concerning the welfare of the Association.

d. **The Treasurer**

The Treasurer shall keep an accurate account of all monies received and expended by the Association and shall present to the President the Association's annual balance sheet and statement of accounts, duly audited, prior to the annual general meeting. He or she shall be authorised to endorse cheques or order made payable to the Association.

9. AUDITOR

- a. The Association's books must be audited each year.
- b. An auditor shall be appointed at the annual general meeting each year.
- c. The auditor will examine the books of account, and if he or she is satisfied that the annual balance sheet and statement of accounts are true and correct, he or she will certify to same on the above papers. He or she must report to the President on any matters which may require investigation.

10. AFFILIATION

A Sub-Association shall make application to the Association for affiliation. Such application to state that a majority of members, at an annual general meeting of the Sub-Association, approved the application.

11. MEETINGS

a. Meetings of Members

- i. The Council shall meet whenever and as often as required by the nature of business to be transacted. The Council may at any time call a Special General Meeting. The President and Secretary shall decide when a Meeting of Members (other than a General Meeting) shall be convened. Notwithstanding the previous sentence, any two Members' Representatives may request a Council meeting, such request to be in writing, signed by the Members' Representatives concerned and delivered to the Secretary.
- ii. Subject to clause 11 a vii below, every Member's Representative must be sent written notice of the time and place of a Meeting of Members.
Notice is to be sent by the Secretary by post or electronic transmission.
- iii. Except in the case of an annual general meeting, notice must be sent to the Members' Representatives at least 10 working days before the meeting. In respect of an annual general meeting see clause 11 d iii below.
- iv. Each notice must be comprised of an order paper:
 - aa. Setting out an agenda for the meeting;

- bb. Setting out the text for any resolution to be put to the meeting.
- v. The accidental omission to give a notice of a meeting to, or the non-receipt of a notice of a meeting by, any Members' Representative will not invalidate the proceedings at that meeting.
- vi. Meetings of Members (other than General Meetings) may be held by telephone conference call (or any similar audio or audio/visual communication) provided each of the Members' Representatives participating can at all times during the meeting hear and communicate with all of the other participating Members' Representatives.
- vii. Where the Secretary, in consultation with the President, deems it reasonably appropriate, Meetings of Members (other than General Meetings) may be held using internet technologies between the Secretary and the Members' Representatives. Where this occurs:
 - aa. Every Member must be sent by electronic transmission notice of the meeting comprised of:
 - ia. An order paper setting out:
 - An agenda for the meeting;
 - The text for any resolution to be put to the meeting;
 - ib. The date by which Members' Representatives votes are to have been returned to the Secretary and the means by which they are to be recorded
 - ic. Such communication with a Member's Representative shall generally be by electronic message in clear ASCII text, directed to the email address of the Member's Representative as recorded in the records of the Association.
 - id. Only one decision item may be included in any e-mail calling for discussion/debate or vote at an electronic meeting. This does not mean that council is limited to only one electronic meeting at a time, but rather that each item under consideration electronically constitutes its own "meeting" and must be identified throughout in its own e-mail string.
 - ie. The subject line of the originating e-mail (and all subsequent derived e-mails) shall contain information identifying:
 - it as being part of an electronic meeting; and
 - the subject matter of that meeting.
 - bb. Each Members' Representative shall be entitled to demand that the Meeting of Members be convened in accordance with clause 11 a vi above, provided such demand is received by the Secretary in writing within two (2) working days of the date the Secretary sent the Members' Representatives notice of the Meeting of Members in accordance with clause 11 a vii aa above;
 - cc. Provided a demand is not made in accordance with clause 11 a vii bb above, the votes of Members' Representatives pertaining to the business the subject of the Meeting of Members are to be received by the

Secretary no later than three (3) working days after the date the Secretary by electronic transmission sent the Members' Representatives notice of the Meeting of Members in accordance with clause 11 a vii aa above.

- dd. If less than 66% of the Members' Representatives submit their votes to the Secretary within the time prescribed at clause 11 a vii cc above then the Meeting of Members will be deemed to be inquorate and adjourned. The Secretary shall reconvene the meeting of Members in accordance with clauses 11 a ii and vi above.
- viii. Except in respect of meetings called pursuant to clause 11 a vii above:
 - aa. The President will chair all Meetings of Members.
 - bb. If the President is not present within 15 minutes of the start time, the Vice-President will chair the meeting.
 - cc. If neither the President nor the Vice-President is present at the meeting within 15 minutes of the start time those present may elect a chairperson for that meeting.
- ix. Except in respect of meetings called pursuant to clause 11 a vii above, no business may be transacted at a Meeting of Members if a Quorum of Members' meetings is not present. If a quorum of Members is not present within 30 minutes of the start time of for the meeting, the meeting will be adjourned to:
 - aa. The same day in the following week at the same time and place; or
 - bb. To a date (at least five working days later) and at a time and place all fixed by those Members' Representatives who are present.
- x. aa. Except in respect of meetings called pursuant to clause 11 a vii above the chairperson may adjourn a Meeting of Members from time to time and from place to place, but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - bb. The chairperson must adjourn the meeting as above if directed to do so by the meeting.

b. Voting

- i. Except in respect of meetings called pursuant to clause 11 a vii above, voting at each meeting of Members (including General Meetings) will be by the Members' Representatives:
 - aa. Voting by voice; or;
 - bb. Voting by show of hands.

The chairperson will decide which method is used but must comply with any request for voting by a show of hands or a ballot made by a Members' Representative entitled to vote.
- ii. Except in respect of meetings called pursuant to clause 11 a vii above a declaration by the chairperson of a meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.
- iii. Each Member's two representatives on the Council shall have at least one (1) vote each. However, where the Association has 150 or more competitors

registered through a Member whose registration fees have been paid in accordance with clause 14a below then that Member's two representatives on the Council shall have a maximum of three (3) Votes in total, if however where the Association has less than 50 competitors registered then that Members two representatives on the Council shall have a maximum of one (1) vote in total.

- iv. No Members' Representative shall be allowed to take part in any meeting of the Association if at the time of such meeting the Member he or she represents has not paid to the Treasurer of the Association all monies owing by that Member.
- v.
 - aa. A Members' Representative may appoint a proxy to vote on behalf of that Members' Representative at a Meeting of Members.
 - bb. The appointment of a proxy must be in writing and received by the Secretary:
 - ia. Except in respect of a meeting called pursuant to clause 11 a vii above, at least 24 hours before the start time for the meeting.
 - ib. In respect of a meeting called pursuant to clause 11 a vii above, before the written vote of the proxy is sent to the Secretary.
 - cc. The appointment may require the proxy to vote in the manner specified in the appointment.
 - dd. A Members' Representative will be deemed to be present at a Meeting of Members if his or her properly appointed proxy is present.
- vi. In respect of a meeting called pursuant to clause 11 a vii above:
 - aa. Voting at each Meeting of Members will be by Members' Representatives voting in accordance with clause 11 a vii cc above.
 - bb. A declaration by the Secretary that a resolution is carried by the necessary majority is conclusive evidence of that fact.
- vii. All decisions of Members' Meetings other than decisions that would result in an amendment to the Constitution will be made by a simple majority of the votes of those Members' Representatives present and entitled to vote unless this Constitution provides otherwise. All decisions of a General Meeting that would result in an amendment to the Constitution must be made by a 75% majority of the votes of those Members' Representatives present and entitled to vote.
- viii. In the event of a tied vote the status quo shall prevail.

c. General

- i. Minutes must be kept of all proceedings at all Members' Meetings.
- ii. Except as provided in this Constitution and any rules, by-laws or regulations pursuant to this Constitution each Meeting of Members may regulate its own procedure.
- iii. The inadvertent omission of any procedural requirement for any Members' Meeting will not invalidate the proceedings at that meeting.

d. Annual General Meetings

- i. An annual general meeting of Members shall be held every year on the last weekend in July.
- ii. The venue of the annual general meeting shall be decided at a Council meeting.
- iii. The following business will be considered at the annual general meeting:
 - aa. Receipt from the Council of a report, balance sheet and statement of accounts for the preceding year.
 - bb. The election of the Council.
 - cc. The appointment of an auditor.
 - dd. The fixing of fees payable to the Association by Members for the coming year.
 - ee. Subject to clause 11 d iv below, consideration of any resolution proposed by a Member which must have been received by the Secretary-Treasurer in writing no later than the first day in July before the date of the annual general meeting.
 - ff. The appointment of an honorary solicitor.
 - gg. General business.
- iv. A resolution shall only be considered at an annual general meeting of Members if it has first been moved, seconded and passed at a meeting of the Member proposing the resolution such meeting to have been held in accordance with the constitution of that Member.
- v. Failure to hold the annual general meeting on the last weekend in July will not invalidate the proceedings of an annual general meeting which is held at some other time.

12. AMENDMENTS TO RULES AND CONSTITUTION

- a. Subject to clause 12 b below, new rules of the Association and amendments to the rules of the Association become immediately operative and of effect once passed at a Meeting of Members.
- b. Amendments to the Constitution may only be made at a General Meeting of the Association, in accordance with a resolution proposed by a Member pursuant to clause 11 d iii ee above.
- c. Amendments to the Constitution must not be made for the pecuniary gain of Members' Representatives', Office Bearers, Members, Life Members, centres, clubs, officials or competitors or the alteration of the nature of the Association.
- d. Amendments to the Constitution become effective only after being passed by the Members at a General Meeting and approved by the Registrar of Incorporated Societies.
- e. If a dispute arises at any time in respect of a matter which is not provided for in the Constitution or any doubt exists as to the interpretation of the Constitution or any other matter shall arise pertaining to the Association, its property or interests, the same shall be determined by the Association in a Meeting of Members called in accordance with clause 11 a ii or vii above and the decision of such meeting shall be conclusive and

binding on the Association and all Members unless revoked at the next following General Meeting of the Association.

- f. No addition to or alteration of clause 3 (objects), clause 12c (personal benefit) or clause 20 (winding up) shall be approved by the Association without the prior approval of the New Zealand Inland Revenue, and the provisions and effects of this clause 12 f shall not be removed from this document and shall be included and implied into any document replacing this document.

13. FISCAL YEAR

The fiscal year of the Association shall be 1st July to 30th June.

14. FUNDING

- a. Income for the Association shall be by way of fees paid by each Member on the number of competitors registered with each Member in the previous season and shall be payable by each Member by the 20th of July prior to the current years annual general meeting of the Association. The amount of the fees payable by each Member in respect of each such competitor shall be set at the annual general meeting of the Association held in the year preceding the year in which the payment is due.
- b. The Association has the power to derive income from the sale of promotion rights to clubs, centres or Members, for staging national and international events.
- c. Any profit from the printing and sale of any Association publication shall be vested in the account of the Association.
- d. Income may also be derived from activities of any promotional body established by the Association and such income shall be vested in the account of the Association.
- e. The past financial year's statement of income and expenditure and all financial accounts shall be forwarded to the Registrar of Incorporated Societies after being passed at the annual general meeting of the Association.
- f. The Association is to be financially responsible for the administration costs, approved travel and accommodation costs of Members' Representatives on the Council attending meetings and the Honorarium of the Secretary.

15. COMMON SEAL

The common seal of the Association shall consist of the words "New Zealand Axemen's Association (Inc)" set in a circular stamp and shall be held in the custody of the Secretary who shall affix it to such documents the majority of the Members' Representatives on Council may from time to time direct, in the presence of the President and Vice-President or the President and a Members' Representative.

16. OFFICE

The registered office of the Association shall be a place defined by the Council and notice of any changes in the situation of the registered office shall be given to the Registrar of Incorporated Societies.

17. RESIGNATION

a. Voluntary Cessation

Any Member may terminate its connection with the Association by notice in writing, delivered or posted to the Secretary at the registered office of the Association, and on payment of all arrears of the fees or fines, and delivering up all property of the Association. Such resignation shall not release a Member from any liability to the Association incurred during membership.

b. Lapsed Membership

Membership shall lapse if the annual subscription is not paid within one month of the due date.

c. Withdrawal of Membership

- i. The Association shall be entitled to withdraw all or some membership privileges from a Member and/or Competitor temporarily or permanently for a variety of reasons, including infringement of the Association's rules (as amended from time to time) or bringing discredit to the sport.
- ii. A Member shall cease to be a Member if it ceases to be registered as an Incorporated Society.

18. SUSPENSION AND EXPULSION

The Council has the power to suspend and/or expel a Member, Life Member, official and/or competitor in the event that such Member, Life Member, official or competitor breaches the rules of the Association, neglects to comply with any by-laws set by the Council or is otherwise found by the Council to be guilty of any unfair practice or misconduct which brings the Association into disrepute.

19. PROMOTIONAL BODY

The Association may establish a promotional body which shall be under the control of and accountable to the Association, and shall render to the Association an annual balance sheet audited by an auditor approved by the Association. The balance sheet must include separate statements of accounts for each event staged. All remuneration received by any individual on the promotional body must be declared.

20. WINDING UP

In the event of the winding up of the Association all surplus assets, after payment of all costs, debts and liabilities, shall not be paid or distributed to the Members' Representatives on the Council, any Office Bearer of the Association, any Competitor or any official but shall subject to any trust affecting the same, be divided between the Association's Members pro-rata.

21. LIQUIDATION

The Association may go into liquidation because of one of the following:

- a. It has achieved its objects;
- b. It cannot pay its debts;
- c. It has ceased to operate;
- d. It is found to be making a pecuniary gain for Members; or
- e. It has been ordered to do so by the High Court.

If any of the above apply then the Association is to follow the winding up procedure set out at clause 20 above.

22. HONORARY SOLICITORS

The Council shall refer its honorary solicitor any matters requiring interpretation and any legal matters.

23. ANTI-DOPING

- a. Subject to rule 23(b) the rules of New Zealand Axemen's Association for anti-Doping shall be the sports anti-doping rules made by Drug Free Sport New Zealand, and as amended from time to time.
- b. Nothing in rule 23(a) is intended to replace or supersede any application rule of An International Axemen's Federation (should one exist) which may apply with respect to anti-doping matters provided the applicable rule of the International Federation is consisted in all respects with the World Anti-Doping Code.
- c. For avoidance of doubt, the sports anti-doping rules referred to in the rule 23(a) shall replace all existing anti-doping rules, polices, by-laws or regulations of New Zealand Axemen's Association.
- d. To the extent of any consistency between the sports anti-doping rules and any rule in this constitution or any policy, regulation or by-law of New Zealand Axemen's Association, the sports anti-doping rules shall apply.

24. DISPUTES AND APPEALS

- a. Any Member, Life Member, Members' Representative, Centre, Club, Official or Competitor may appeal a decision of the Council to the Sports Tribunal of New Zealand.
- b. An appeal to the Sports Tribunal of New Zealand may only be made on one or more of the following grounds:
 - i. that natural justice was denied;
 - ii. that the Council acted outside of its power and/or jurisdiction (ie acted ultra vires);
 - iii. that substantially new evidence has become available after the decision, which is being appealed, was made;
 - iv. an athlete's non selection in a NZ team or squad.
 - v. in respect of a disciplinary decision, that the penalty was either excessive or inappropriate.
- c. Any such appeal should be filed within 10 days from the date the appellant was notified of the decision of the Council and in all other respects shall be in accordance with the Rules of the Sports Tribunal of New Zealand.
- d. The decision of the Sports Tribunal of New Zealand shall be final and there shall be no further right of appeal.