



Constitution

Marching New Zealand Incorporated

Certified as a true and correct copy of the Constitution passed at the Annual Meeting of the Society held on **29th June 2025** by:

Signature: *Joanna Inwood*
Joanna Inwood (Jul 2, 2025 18:54 GMT+12)

Name: **Joanna Inwood - MNZ President**

Signature: *[Signature]*
Diane Burton (Jul 2, 2025 19:11 GMT+10)

Name: **Diane Burton - MNZ Executive Officer**



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CONSTITUTION OF MARCHING NEW ZEALAND INCORPORATED

1 Name and Commencement

- 1.1 The name of the society is Marching New Zealand Incorporated (in this Constitution referred to as 'Marching NZ' or 'MNZ').
- 1.2 This Constitution will take effect as the rules of the Society from the date it is registered by the Registrar of Incorporated Societies.

PURPOSES AND PRINCIPLES

2 Purposes

- 2.1 The Purposes of Marching NZ are to:
 - 2.1.1 Promote, encourage, administer, and control the Sport of Marching in New Zealand;
 - 2.1.2 Create opportunities for all participants and for all members who participate in a support role (e.g. coaches, judges, administrators and other officials), both in New Zealand and overseas, to reach their potential and gain maximum enjoyment from their participation; and
 - 2.1.3 Represent the Sport of Marching in any matter, both in New Zealand and overseas.

3 Powers, Act, and Regulations

- 3.1 Marching NZ shall have the statutory powers given to it under the Act and the powers of a natural person to carry out its activities.
- 3.2 Marching NZ shall have the power to subscribe to, affiliate, and to co-operate with kindred or other organisations, both in New Zealand and overseas, in furtherance of the purposes of Marching New Zealand.
- 3.3 Nothing in this Constitution authorises Marching NZ to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.
- 3.4 Any income, benefit or advantage must be used to advance the purposes of Marching NZ.

4 Registered Office

- 4.1 The Registered Office of Marching NZ shall be at such place as the Board from time to time determines.
- 4.2 Any changes to the Registered Office shall be notified to the Registrar of Incorporated Societies in a form as required by the Act.

MEMBERSHIP

5 Membership

- 5.1 Marching NZ shall have the categories of Membership as set out in this Constitution and may amend these categories from time to time.
- 5.2 The Membership term shall be from 1 October in any year until 30 September in the following year.
- 5.3 Marching NZ shall maintain the minimum number of Members required by the Act.

6 Membership Categories

6.1 Marching NZ shall be made up of Association Members and individual Members, each individual Member must be a Member of an Association and must fit within one of the membership categories as set in this Rule 6.

6.2 Marching NZ shall have the individual Membership categories as set out in this Rule 6, which shall have the prescribed rights and obligations as set out in this Rule. These Membership categories may be amended by the Membership at an Annual Meeting from time to time.

6.3 Life

6.3.1 A person elected at an Annual Meeting of Marching NZ, on the nomination of the Board, who has performed special and sterling service in some way in promoting, encouraging, administering, and controlling the Sport of Marching in NZ.

6.3.2 Life Membership entitles the person to attend and vote at any Annual or Special General Meeting of Marching NZ, be elected to the Board of Marching NZ and to participate in Marching NZ activities.

6.4 Team (Competitive)

6.4.1 A Member of a Team (Competitive) must be a Member of an Association and of Marching NZ.

6.4.2 Team (Competitive) Membership entitles the person to participate in Marching NZ and Association activities, and:

- (a) provided the person has reached the age of sixteen (16) years of age on or prior to the date of, attend and vote at an Association Annual or Special General Meeting; and
- (b) provided the person has reached the age of eighteen (18) years of age be elected or appointed to an Association Committee, or to be elected to the Board of Marching NZ

6.4.3 A parent or guardian (who has no other Membership status) of a Team (Competitive) Member who has not reached the age of sixteen (16) years of age on or before the date of the General Meeting, may attend and vote at an Association Annual or Special General Meeting on behalf of that Team (Competitive) Member.

6.5 Team (Non-Competitive)

6.5.1 A Member of a Team (Non-Competitive) must be a Member of an Association and of Marching NZ.

6.5.2 Team (Non-Competitive) Membership entitles the person to participate in Marching NZ and Association activities, and, for Open Free Choice Grade Teams, to enter an Association Competition for Masters Grade Teams held under the auspices of a Masters Games organisation and provided the person has reached the age of sixteen (16) years of age on or prior to the date of, to attend an Association Annual or Special General Meeting, and if over eighteen (18) years of age, to be elected or appointed to an Association Committee.

6.6 Individual

6.6.1 Any person who becomes an Individual Member must also be a Member of an Association and of Marching NZ.

- 6.6.2 Individual Membership entitles the person to participate in Marching NZ and Association activities, and provided the person has reached the age of sixteen (16) years of age on or prior to the date of, to attend and vote at an Association Annual or Special General Meeting, and if over eighteen (18) years of age be elected or appointed to an Association Committee, or be elected to the Board of Marching NZ.

6.7 Individual (Associate)

- 6.7.1 Any person who becomes an Individual (Associate) Member, attains that status on the decision of the Association Committee, as a volunteer contributing to the Purposes of the Association but not requiring a higher level of Membership in order to so assist.
- 6.7.2 Individual (Associate) Membership entitles the person to participate in Association activities.

7 **Applications**

- 7.1 Each application for Membership shall be made on the appropriate form as advised by the Board from time to time and submitted in the manner required by the Board.
- 7.2 Submitting an application to become a Member in accordance with Rule 7.1 shall be deemed to constitute consent to becoming a Member.
- 7.3 Membership begins when:
 - 7.3.1 the applicant is advised that their application has been accepted; and
 - 7.3.2 payment of Membership Fees has been made.
- 7.4 At the next meeting of the Association Committee (or sub-committee appointed for this purpose) after receipt of any application for Membership, such application will be reviewed and agreed or otherwise at the Association Committee's discretion. If the application is declined, the applicant will be informed in writing of the reason. Any applicant whose Membership is declined by the Association can appeal this decision to the Board of Marching NZ in accordance with Rules 50 to 60 of this Constitution. The decision of Marching NZ will be final.

8 **Obligations and Rights of Members**

- 8.1 Members of Marching NZ shall have the rights, privileges and responsibilities set out in this Constitution.
- 8.2 All Members shall promote the interests and purposes of Marching NZ and shall do nothing to bring Marching NZ into disrepute.
- 8.3 Every Member shall, as part of their application for Membership, provide that Member's full contact details in accordance with Rule 43 and promptly advise the Contact Person of any changes to those contact details.
- 8.4 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of Marching NZ.
- 8.5 A Member is only entitled to exercise the rights of their class of Membership, including attending General Meetings, if all Membership Fees have been paid to Marching NZ by the due date as required by Marching NZ, but no Member is liable for an obligation of Marching NZ by reason only of being a Member of Marching NZ.

9 Membership Fees

- 9.1 For each category of Membership for the next Membership term, Membership Fees due to Marching NZ and the Association to which the Member is applying for Membership, and any other fees due to Marching NZ or the relevant Association for Membership for the then current financial year, shall be determined at any Annual Meeting of Marching NZ or the relevant Association (as the case may be).
- 9.2 Membership Fees may differ depending on the type of Membership.
- 9.3 Membership Fees due for each category of Membership shall be payable at the time of application for Membership is made or at such other time determined from time to time by the Board or Association Committee (as the case may be).
- 9.4 Notwithstanding this Rule 9, the Board or an Association (as the case may be) may issue a waiver, apply an extension, or otherwise alter any obligation in respect of Membership Fees due to Marching NZ or the relevant Association (as the case may be).
- 9.5 New applications for Membership from 1 April and before 1 October in the same year shall, after approval in accordance with this Constitution, continue in Membership until 30 September in the following year.

10 Ceasing to be a Member

- 10.1 A Member ceases to be a Member:
 - 10.1.1 on death (or if a body corporate on liquidation or deregistration);
 - 10.1.2 where the Member no longer meets the requirements to be a Member;
 - 10.1.3 where the Member is an individual, by giving written notice of their resignation to the relevant Association Secretary stating the date on which such resignation is effective, upon which the relevant Association Secretary shall notify the Executive Officer without delay;
 - 10.1.4 where that Member is an Association, by failing to be registered on the Register of Incorporated Societies, or by failing to comply with the provisions of this Constitution and any Bylaws of Marching NZ;
 - 10.1.5 if that Member fails to pay Membership Fees three (3) months after they have become due, in which case that Member shall be deemed to have resigned their Membership;
 - 10.1.6 upon termination of their Membership following a dispute resolution process in accordance with this Constitution, with effect from the date stated in the notice of termination of Membership; or
 - 10.1.7 if in the opinion of the Board, and without the Board being required to follow a dispute resolution process in accordance with this Constitution, the Member has brought Marching NZ into disrepute, acts in a manner considered to be injurious or prejudicial to the character or interests of Marching NZ or is convicted of an offence that carries a possible sentence of not less than six (6) months imprisonment.

11 Obligations on ceasing of Membership

- 11.1 A Member who resigns or whose Membership is terminated under this Constitution:
 - 11.1.1 remains liable to pay all Membership Fees to Marching NZ's next balance date;
 - 11.1.2 shall cease to be entitled to any of the rights of a Member;

- 11.1.3 shall immediately return any property, including intellectual property, of Marching NZ held by the Member at the time of termination; and
- 11.1.4 shall be liable for all reasonable costs incurred by Marching NZ in relation to recovery of Membership Fees, and any other sums owed to Marching NZ by the Member, and/or action reasonably necessary for Marching NZ to enforce its legal rights under this Rule 11.
- 11.2 **Reinstatement:** As provided in Rule 60, a Member may make an application to the Board for reinstatement of Membership as prescribed in this Constitution.
- 12 Associations**
 - 12.1 Associations are separate Incorporated Societies which shall act as branches of Marching NZ. In order to become a member of Marching NZ, an Association must have a constitution that complies with the Act, and which is in the form and contains the provisions set out in Schedule 1. An Association's constitution may contain other provisions not inconsistent with Schedule 1 and which do not detract from Schedule 1 or their obligations as Members under this Constitution.
 - 12.2 If an Association is an existing member as at the time this Constitution comes into effect:
 - 12.2.1 and the Association has not re-registered under the Act, it is a condition of membership of Marching NZ that the Association must re-register as required by the Act with a constitution that complies with clause 12.1;
 - 12.2.2 and the Association has already re-registered under the Act, it is a condition of membership of Marching NZ the Association must amend its constitution to comply with clause 12.1 by 5 April 2026.
 - 12.3 It is a condition of membership of Marching NZ that:
 - 12.3.1 an association cannot change its Constitution so as to be inconsistent with Schedule 1. An Association's constitution may contain other provisions not inconsistent with Schedule 1, and which do not detract from Schedule 1 or their obligations as members under this Constitution.
 - 12.3.2 if Marching NZ amends Schedule 1, each Association must amend its constitution within 12 months so that it is consistent with Schedule 1.
 - 12.3.3 the policies and bylaws of Associations must not be inconsistent with this Constitution and the Act.
 - 12.3.4 any amendments to Association constitutions, policies or bylaws must receive prior approval from the Board of Marching NZ.
 - 12.4 Associations must operate in accordance with the provisions of this Constitution, including any Bylaws (which include, without limitation the Rules of Participation). Failure to follow the provisions of this Constitution or the Bylaws may lead to termination of an Association's Membership and the non-complying Association will no longer be associated with Marching NZ.
 - 12.5 Each Member of an Association must also be (and have consented to be) a Member of Marching NZ, and must comply with the constitution, policies and bylaws of the relevant Association and with the Constitution and Bylaws of Marching NZ.
 - 12.6 To the extent of any inconsistency between the governing documents of an Association and those of Marching NZ, Schedule 1, the Constitution, Rules of Participation and Policies or other Bylaws of Marching NZ will prevail.

MEETINGS

Annual Meeting

13 Annual Meetings

13.1 An Annual Meeting shall be held:

13.1.1 By 30 June in each year;

13.1.2 no later than six (6) months after the Balance Date, on a date and at a location determined by the Board; and

13.1.3 in accordance with any requirements in the Act and this Constitution.

13.2 The business of an Annual Meeting shall be to:

13.2.1 receive and adopt the Board's report for the preceding year, prepared by the Executive Officer;

13.2.2 receive and adopt the financial statements of Marching NZ for that period including the Statement of Financial Performance and Statement of Financial Position prepared by the Director of Finance;

13.2.3 receive the financial budget for the new financial year, prepared by the Board with the opportunity to discuss;

13.2.4 receive the report from the Technical Working Party prepared by the Technical Manager, Director of Coaching and Director of Judging;

13.2.5 receive the Auditor's report for the preceding financial year;

13.2.6 elect Board Members in accordance with Rule 26;

13.2.7 appoint an Auditor and Honorary Solicitor;

13.2.8 consider and vote on any remits, including seeking changes to any Bylaws;

13.2.9 consider and approve any notices of motion to amend the Constitution;

13.2.10 determine Membership Fees;

13.2.11 confer Life Memberships;

13.2.12 present service certificates/badges and Association Membership trophies;

13.2.13 announce host Associations for Island and New Zealand championships for the season following the forthcoming one;

13.2.14 confirm the minutes of the previous Annual Meeting; and

13.2.15 consider any other general business of Marching NZ.

13.3 Items of general business for discussion at an Annual Meeting may be submitted to the Executive Officer by the Board or an Association prior to 30 April in any year, with the proviso that any late general business item may be discussed if submitted to the Executive Officer at least forty-eight (48) hours prior to the commencement of the Annual Meeting, and if the Annual Meeting by a majority is satisfied to discuss the item, and if the Chairperson considers there is sufficient time.

- 13.4 Subject to Rule 13.3 at any Annual Meeting no business other than that specified in the Board's Notice of meeting or properly falling under general business shall be transacted.

14 Patron

- 14.1 The Board may appoint a Patron.
- 14.2 Any Patron appointed by the Board shall have the role and responsibilities as may be designated to them by the Board and agreed to by them from time to time.

Special General Meeting

15 Special General Meetings

- 15.1 A Special General Meeting may be called at any time by the Board:
- 15.1.1 by Notice specifying the date and place of the meeting and the subject matter intended to be submitted to the meeting; or
 - 15.1.2 if the Board receives a written request to call a Special General Meeting (including by electronic means) signed on behalf of no less than four (4) Board Members, or by request in writing by the President and Secretary of at least one-third of the Associations indicating that each of their Association Committees has so resolved, which must state the business and any proposed resolutions of the meeting. In that event, the Board must call the Special General Meeting within sixty (60) days of receipt of the written request.
- 15.2 A Special General Meeting shall only consider and deal with the business specified in the Board's Notice of meeting or the written request by Associations or Board Members for the Special General Meeting.

16 Motions. Remits and General Business

- 16.1 Any notice of motion, remit or general business item submitted by an Association in accordance with this Constitution must be submitted in writing (including by electronic means) within the required timeframe (if any) specified in this Constitution and be accompanied by advice as to the date that the matter for discussion was passed by resolution of the Association Committee.

Notice

17 Notice

- 17.1 The Board shall give all Members at least ninety (90) days Notice for an Annual Meeting, which must include a call for any motions or remits to be received by the Executive Officer in accordance with Rule 16.
- 17.2 Following closure of the call for motions and remits and any receipt thereof, an Annual Meeting agenda with Annual Meeting details and any motions and remits is to be sent to Members no less than thirty (30) days prior to the Annual Meeting.
- 17.3 The Board shall give all Members at least thirty (30) days Notice of a Special General Meeting.
- 17.4 The Notice of a General Meeting must also include:
- 17.4.1 the nature of the business to be transacted at the meeting in sufficient detail to enable a Member to form a reasoned judgment in relation to it;
 - 17.4.2 the text of any resolution or matter of business to be submitted to the meeting; and

17.4.3 the time, date and manner of the meeting.

17.5 A General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.

17.6 The date of a Special General Meeting shall be within sixty (60) days of the Executive Officer receiving the required requisition.

Meeting Procedure

18 Procedure

18.1 All General Meetings will be chaired by the President. If the President is absent, the Board shall elect another Board Member to chair that meeting.

18.2 General Meetings may (at the discretion of the Board) be held at one or more venues using any real-time, audio and visual, or other electronic communication that gives each Member attending a reasonable opportunity to participate. Being present in person for the purposes of this Constitution includes, where applicable, being present electronically.

18.3 Attendance at General Meetings of Marching NZ shall be open to any Member of Marching NZ and to two representatives of each Association each such representative being an Association Delegate, all Life Members, Board Members, and members of the Technical Working Party.

18.4 In accordance with Rule 18.3, Members of Marching NZ who are not Eligible Members may attend a General Meeting without the right to speak or vote, except they may participate in any broken-out Group Workshop discussions at the pleasure of the Chairperson or any other person presiding over the General Meeting.

18.5 No General Meeting may be held unless at least two-thirds of the Eligible Members are in attendance (either in person or electronically). This will constitute a quorum. No Members may be represented by proxy.

18.6 Lack of quorum:

18.6.1 If a quorum as defined in Rule 18.5 is not present within half an hour after the time appointed for an Annual Meeting or Special General Meeting in the relevant Notice, and if those present and eligible to vote agree by majority vote, the meeting will continue.

18.6.2 If there is no agreement in accordance with Rule 18.6.1, the meeting will be adjourned to a date no more than twenty-one (21) days from the date of that meeting and if at the adjourned meeting a quorum is not present those Eligible Members present will form a quorum and may deal with the business for which the meeting was originally called but no other business may be considered.

18.7 Invitation to attend:

18.7.1 The Board may extend an invitation to attend a General Meeting, or other such meeting as determined by the Board, to non-Members. Any such attendees may be granted an opportunity to speak at the invitation of the Chairperson or any other person presiding over the General Meeting but will not be entitled to vote on any question.

Voting at Meetings

19 Voting on Resolutions

19.1 Voting on each matter to be voted on at a General Meeting shall be by the voices, except that any Eligible Member present may require a show of hands or may demand a secret ballot. If by

show of hands, the Chairperson will indicate the number voting for and against the question, matter, or resolution.

- 19.2 A secret ballot may be demanded by any one Eligible Member. The Chairperson shall appoint up to three (3) Members (preferably persons not entitled to vote at a General Meeting) to conduct the secret ballot and the result of the ballot, as witnessed by the Chairperson indicating the number voting for and against the question, matter or resolution, as declared by the Chairperson, shall be final and binding on the meeting.
- 19.3 Life Members, Board Members, and Association Delegates present in person shall have the right to vote at a General Meeting.
- 19.4 Eligible Members (other than Life Members or Board Members) shall vote at General Meetings through their appointed Association Delegates, and each Association shall appoint two Association Delegates who are each entitled to one vote.
- 19.5 Each Eligible Member present in person shall have the right to exercise one vote only on each motion before a General Meeting.
- 19.6 Members of the Technical Working Party are eligible to speak and to exercise one collective vote on each motion at any General Meeting.
- 19.7 In the event of a tie on any vote at a General Meeting, the Chairperson shall exercise a casting vote in addition to a deliberative vote.
- 19.8 Unless otherwise provided in this Constitution, any vote or resolution receiving a majority of votes cast at a General Meeting will be duly passed.
- 19.9 Marching NZ may not pass a written resolution in lieu of a vote or resolution at a General Meeting.
- 19.10 Proxy voting is not permitted at any General Meeting under this Constitution, unless permitted by the Board from time to time at their sole discretion.

20 Policies and Rules of Participation

- 20.1 Policies and Rules of Participation are Bylaws for the purposes of this Constitution and may be made, amended, or repealed at every second Annual Meeting (commencing after 2025 with the 2027 Annual Meeting) by a two-thirds majority of Eligible Members, provided that the appropriate remit has been received by the Executive Officer from the Board or an Association no later than 30 April prior to the relevant Annual Meeting.
- 20.2 For the avoidance of doubt, the Policies and Rules of Participation may set out policies and requirements that must be complied with by Members and/or Associations. If an Association fails to comply with those Policies and Rules of Participation or any other Bylaws of Marching NZ, the Membership of the Association may be terminated in accordance with clause 10.1.
- 20.3 If there is a conflict between any provision of this Constitution, the Rules of Participation and Policies, or any other Bylaws of Marching NZ the Constitution shall prevail.
- 20.4 If any proposed amendment to a Policy or the Rules of Participation or any other Bylaws of Marching NZ has no more than a minor effect or corrects errors or makes similar technical alterations, the Board may effect that proposed amendment provided that the Board has notified every Member of the proposed amendment and no objection from a Member has been received within 20 working days after the date on which that notice was sent.

21 Minutes

- 21.1 The Executive Officer must ensure that minutes are kept of all General Meetings. Minutes of General Meetings may be made available to Members on request.

GOVERNANCE

Board

22 Governance

- 22.1 The Board will govern the affairs of Marching NZ in furtherance of the Purposes and in accordance with the Powers and will implement the decisions of any General Meetings of Marching NZ.

23 Function of the Board

- 23.1 Marching NZ shall be governed by the Board as elected, appointed and co-opted under Rule 25.
- 23.2 Subject to the broad direction of the Annual Meeting, the responsibilities of the Board shall include the overseeing of all matters of business of Marching NZ within the scope of the Purposes of Marching NZ.
- 23.3 The Board shall report to the Annual Meeting on its activities, by way of the Executive Officer's Board Report.

24 Powers

- 24.1 The Board shall have all the powers necessary for managing and for directing and overseeing the management of, the operation and affairs of Marching NZ, subject only to applicable law and to any directions given at any meeting of Marching NZ provided those directions are not contrary to this Constitution or to applicable law.
- 24.2 The Board shall have the authority to delegate any power it holds to a Member, Officer, or body of Marching NZ, subject to this Constitution and the Act. Without limiting the powers of the Board as set out in this Constitution and the Act, the Board of Marching NZ has the power of an ordinary person and may make informed decisions to:
- 24.2.1 borrow, raise money, and mortgage or initiate a charge or lien over the property of Marching NZ or parts of it;
 - 24.2.2 rent, lease, hire, purchase, acquire, sell, surrender or dispose of any interest in real or personal property;
 - 24.2.3 invest and deal with any of the monies or assets of Marching NZ not immediately required, upon such securities as the Board may from time to time determine or approve;
 - 24.2.4 affiliate with, subscribe to, donate to, or become a member of any body or organisation whose Purposes and purposes are similar to those of Marching NZ; and
 - 24.2.5 make and amend Bylaws for the conduct and control of Marching NZ activities, and codes of conduct applicable to Members, provided that no such Bylaws, or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act or any other legislation.

25 Composition of the Board

- 25.1 The Board shall comprise at least five (5) Board Members, including:

- 25.1.1 An elected President;
- 25.1.2 Four other Elected Board Members; and
- 25.1.3 A Board-appointed Director of Finance.
- 25.2 The Board shall also include the Executive Officer as a non-voting participant.
- 25.3 The Board may also co-opt one Specialist Director from time to time for a specific purpose and who shall have their designated discipline inserted into the title on appointment (for example Marketing, Communications, Governance or any other discipline of need at the time). Co-opted Specialist Directors must comply with this Constitution and any other Board policies, procedures or governance practices applying to Board Members.
- 25.4 A Specialist Director who is co-opted for the purposes of this Constitution:
 - 25.4.1 may resign at any time by giving notice in writing to the Board; and
 - 25.4.2 may be removed at any time by a two-thirds majority resolution of the Board by giving 30 days Notice in writing to the Specialist Director;
 - 25.4.3 may not hold the position of President; and
 - 25.4.4 may not exercise voting rights at a General Meeting if they are not a Member.

26 Board Members

- 26.1 Board Members shall be any natural person provided they:
 - 26.1.1 are a Member (except Marchers and Team Officials of Introductory and Open Free Choice Grade Teams and Individual – Associate Members who may not be elected to the Board of Marching NZ);
 - 26.1.2 are at least eighteen (18) years of age;
 - 26.1.3 are not disqualified from being an Officer of Marching NZ by this Constitution or section 47(3) the Act; and
 - 26.1.4 consent to a criminal history check which shall be clear of any convictions or otherwise reviewed and approved by a sub-committee of the Board appointed for such purposes.

27 Term

- 27.1 The term of office for Elected Board Members and the President shall be four (4) years from the Annual Meeting at which they have been elected, with a maximum term of two (2) consecutive terms.
- 27.2 The term of office for Specialist Director shall be one (1) year expiring at the end of the next Annual Meeting with a maximum term of two (2) consecutive terms.
- 27.3 The Board will appoint the Director of Finance for a four (4) year term. The Board may re-appoint the same person for any number of subsequent four (4) year terms.
- 27.4 At each Annual Meeting, one (1) of the Elected Board Members shall complete their term and retire. A retiring Elected Board Member shall be eligible for re-election for one further consecutive four (4) year term upon nomination and re-election.

- 27.5 The President shall retire at the completion of their four-year term. The President shall be eligible for re-election as President for one further consecutive four (4) year term upon nomination and re-election.
- 27.6 Notwithstanding that an Elected Board Member and the President shall not serve for more than two (2) consecutive terms, a retired Elected Board Member or President shall be eligible for re-election as a Board Member or as President (as the case may be) once two (2) years have elapsed since their retirement.
- 27.7 The Board may amend the term limits in this Rule 27 for any particular individual by a resolution at any General Meeting.

28 Election of Board

- 28.1 The President and the Elected Board Members shall be elected by ballot of Members at an Annual Meeting of Marching NZ.
- 28.2 The Executive Officer shall call for nominations from Associations, MNZ Life Members, and Board Members for election to the vacant positions each calendar year. In the event that an election cannot be held in accordance with this Rule 28 due to extenuating circumstances and/or operational necessity, the Board may defer the election provided that an election is held no later than two (2) years after the last election.
- 28.3 The call for nominations must be made no less than ninety (90) days prior to the Annual Meeting.
- 28.4 Nominations from Associations shall be in writing, with advice as to the date that the nomination was passed by the resolution of the Association Committee, forwarded by the Association Secretary, and lodged with the Executive Officer at least forty-five (45) days prior to the Annual Meeting. Nominations shall include confirmation of the nominee's consent to nomination.
- 28.5 A list of the candidates' names in alphabetical order, with the name/s of the nominating Association/s, shall be circulated by the Executive Officer to Associations, MNZ Life Members, and members of the Board at least thirty (30) days prior to the Annual Meeting.
- 28.6 In the event of there being more than one (1) person nominated for a position, a balloting list shall be prepared for each position listing the names of the candidates in alphabetical order, and each Eligible Member present and entitled to vote at the Annual Meeting shall be entitled to exercise one vote for a person of their choice in each position.
- 28.7 Should there not be a nomination for any position, then this position will remain vacant at the Annual Meeting, and the Board will appoint a person to fill the vacancy at the first opportunity.
- 28.8 The Board may appoint an independent Scrutineer or Scrutineers to oversee the election process.
- 28.9 For the avoidance of doubt, communications between Marching NZ and Members regarding elections, ballot details, and votes may be made and communicated by post or electronic mail.
- 28.10 Where Marching NZ receives Nominations for any positions on the Board that equal the number of vacant positions, the persons nominated shall be taken to be elected and Marching NZ will not hold a ballot.

29 President / Chairperson

- 29.1 The President shall be responsible for overseeing the management of the affairs of Marching NZ and shall be responsible, along with the Executive Officer, for maintaining external stakeholder relationships.

- 29.2 The President shall act as the de-facto Chairperson, who shall preside at all General Meetings and Board meetings. However, the Board, at its discretion, may appoint an alternative Board Member as Chairperson if it considers it necessary or appropriate to do so.
- 29.3 The Chairperson shall maintain order and conduct all meetings in a proper and orderly manner. In the event of an equality of votes on any issue being voted on at any Board meeting or General Meeting, the Chairperson shall have a second or casting vote.

30 Cessation of Office

- 30.1 A Board Member shall be deemed to have ceased to be a Board Member if that Board Member:
 - 30.1.1 dies;
 - 30.1.2 has held office for an initial term and is not re-appointed for a consecutive term or has held office for the maximum number of consecutive terms as set out in Rule 27 and subject to Rule 27.6;
 - 30.1.3 resigns by delivering a written Notice of resignation to the Executive Officer;
 - 30.1.4 is absent without leave for three (3) consecutive meetings of the Board;
 - 30.1.5 becomes disqualified from being an Officer under the Act; or
 - 30.1.6 is removed pursuant to one of the grounds for removal under Rule 30.2 by a resolution of the Board passed by a two-thirds majority.
- 30.2 For the purposes of Rule 30.1.6:
 - 30.2.1 a grievance or Complaint that cannot be resolved in the Board's opinion under the Dispute Resolution procedures under this Constitution;
 - 30.2.2 a Board Member's failure to comply with this Constitution, the Act or any of Marching NZ's Bylaws; or
 - 30.2.3 where a two-thirds majority of the Board considers the Board Member is not working in the best interests of Marching NZ,

will be grounds for removal of a Board Member under Rule 30.1.6.
- 30.3 Each Board Member shall within 21 days of submitting a Notice of resignation or ceasing to hold office, deliver to the Executive Officer all books, papers and other property of Marching NZ held by such former Board Member.
- 30.4 In the event of there being any vacancy on the Board under this Rule 30, the Board may at the first opportunity and by a majority vote appoint a Member to fill such vacancy until the next General Meeting, at that General Meeting this Member shall resign and a Board Member elected or appointed in accordance with Rule 28 or 27.3, as the case may be. The Member appointed to fill a vacancy under this rule may stand for election under Rule 28 or be appointed under Rule 27.3. If the Member is then elected or appointed the appointment due to the vacancy will not affect the terms of office for the purposes of counting consecutive terms for re-election.

31 Cessation of President

- 31.1 Subject to the provisions of this Constitution, a President who resigns from that office in accordance with Rule 30.1.3 may continue as an Elected Board Member.
- 31.2 If the office of President becomes vacant for any reason, and the Board does not simultaneously vote and confirm a new President to fill the vacancy, the Executive Officer or any other Board

Member decided by a majority vote of the Board shall act as President until the appointment and confirmation of a new President by the Board.

32 Indemnity and Insurance

- 32.1 Marching NZ shall indemnify each Officer against all losses and expenses incurred by them in carrying out their duties in relation to Marching NZ except insofar as they contravene the Officer's duties under the Act or this Constitution.
- 32.2 The Board shall maintain such insurance as it considers appropriate from time to time.

33 Fees and Honoraria

- 33.1 Marching NZ may pay fees and/or honoraria to Board Members and to any persons appointed to any specified role by the Board, as agreed from time to time by the Board.

Board Meetings

34 Frequency and Notice

- 34.1 The Board shall meet at least quarterly, at such times and places and in such manner (including by using any real-time, audio and visual, or other electronic communication) that gives each Board Member a reasonable opportunity to participate as it may determine and otherwise where and as convened by the President.
- 34.2 The Executive Officer shall convene meetings of the Board and will include the time, date and place of the Board meeting on each meeting's agenda. This Notice may be varied up to one (1) week prior to the date of the meeting, unless in the case of a special meeting of the Board in Rule 35.5.

35 Procedure

- 35.1 At any meeting of the Board, two-thirds of those Board Members eligible to attend shall form a quorum. No business shall be transacted unless a quorum is present.
- 35.2 The Chairperson must chair each meeting of the Board. If the Chairperson is absent, the Board shall elect another Board Member to chair that meeting.
- 35.3 When voting on a resolution at a duly convened meeting:
 - 35.3.1 all Board Members have one (1) vote; and
 - 35.3.2 all resolutions of the Board must be passed by a majority of the Board Members at the meeting.
- 35.4 Where there is an equality of votes, the Chairperson shall have a deliberative and casting vote.
- 35.5 A special meeting of the Board may be called at any time on the direction of either:
 - 35.5.1 the President; or
 - 35.5.2 any two (2) Board Members.
- 35.6 Board Members shall be given at least three (3) days' notice prior to a special meeting of the Board called in accordance with Rule 35.5 unless a shorter period is otherwise agreed to by at least 75% of the Board Members.
- 35.7 Meetings of the Board may be held at one or more venues using any real-time, audio and visual, or other electronic communication that gives each Member attending a reasonable opportunity

to participate. Participation through electronic communication shall be counted for quorum and voting purposes.

- 35.8 Written resolutions of the Board are permitted, including by electronic means, a written resolution passed by the Board in accordance with this Constitution shall be contained in the minutes of the next Board meeting.

36 Minutes of the Board

- 36.1 The Executive Officer must ensure that minutes are kept of all Board meetings that record:

- 36.1.1 the names of the Board Members present;
- 36.1.2 the resolutions discussed;
- 36.1.3 the proceedings of each meeting; and
- 36.1.4 that the meeting addressed the Board meeting agenda.

37 Irregularities of the Board

- 37.1 No act or proceeding of the Board, or of any sub-committee of the Board, or any person acting as a Board Member shall be invalidated as a consequence of there being a vacancy in the Board membership at the time of that act or proceeding or of the subsequent discovery that there was some defect in the entitlement of any person so acting to be a Board Member or that they were incapable of being or had ceased to be a Board Member.

Governance Generally

38 General issues

- 38.1 Other than as prescribed by the Act or this Constitution, the Board or any sub-committee may regulate its proceedings as it thinks fit.
- 38.2 Subject to the Act and this Constitution, the decisions of the Board on the interpretation of this Constitution, the Rules of Participation, any Policies, and or other Bylaws of Marching NZ shall be final and binding on all Members.

39 Sub-committees

- 39.1 The Board may, at its discretion, from time to time appoint a sub-committee, working party, advisory group, or task force consisting of such persons (whether or not Members of Marching NZ) and for such purposes as it thinks fit.
- 39.2 The structure, purpose, powers, duties, and policies of such group shall be determined by the Board, and the Board may issue guidance, binding or otherwise, related to the conduct and business of these groups.
- 39.3 The Board shall determine whether sub-committee / working party / advisory group / task force members are appointed or elected by the Board, Members, or any other interest group.
- 39.4 Sub-committees, working parties, advisory groups, and task forces may not co-opt committee members.

40 Executive Officer

- 40.1 The Board may appoint an Executive Officer who shall be responsible to the Board and shall manage the affairs of Marching NZ. The Board shall set the terms and conditions of appointment.

40.2 The Executive Officer shall, subject to the general direction of the Board:

40.2.1 administer the affairs of Marching NZ; and

40.2.2 maintain all records of Marching NZ.

OFFICERS' DUTIES

41 Officers' Duties

41.1 At all times each Officer of Marching NZ:

41.1.1 shall act in good faith and in what they believe to be the best interests of Marching NZ;

41.1.2 must exercise all powers for a proper purpose;

41.1.3 must not act, or agree to Marching NZ acting, in a manner that contravenes the Act or this Constitution;

41.1.4 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 Marching NZ, the nature of the decision, the position of the Board Member and the nature of the responsibilities undertaken by them;

41.1.5 must not agree to the activities of Marching NZ being carried on in a manner likely to create a substantial risk of serious loss to Marching NZ or to Marching NZ's creditors, or cause or allow the activities of Marching NZ to be carried on in a manner likely to create a substantial risk of serious loss to Marching NZ or to Marching NZ's creditors; and

41.1.6 must not agree to Marching NZ incurring an obligation unless they believe at that time on reasonable grounds that Marching NZ will be able to perform the obligation when it is required to do so.

CONFLICTS OF INTEREST

42 Conflicts of interest

42.1 An Officer who is interested in a Matter relating to Marching NZ must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified);

42.1.1 to the Board; and

42.1.2 in an Interests Register kept by the Board.

42.2 Disclosure must be made as soon as practicable after that Officer becomes aware that they are interested in the Matter.

42.3 Subject to the Act and any regulations made under the Act, an Officer who is interested in a Matter:

42.3.1 must not vote or take part in the decision of the Board and/or sub-committee relating to the Matter; and

42.3.2 must not sign any document relating to the entry into a transaction or the initiation of the Matter; and

- 42.3.3 may take part in any discussion of the Board and/or sub-committee relating to the Matter and be present at the time of the decision of the Board and/or committee (unless the Board and/or sub-committee decides otherwise).
- 42.4 The Board may by a majority vote of non-interested Board Members, decide whether a potential conflict is of such nature as to require the provisions of Rule 42.3 to apply.
- 42.5 If 50% or more of the Board and/or sub-committee are prevented from voting on the matter under Rule 42.3.1, the Board must call a Special General Meeting of Marching NZ to consider and determine the Matter.

REGISTERS AND RECORDS

43 Contact Person

- 43.1 The Board shall appoint at least one (1) individual, usually the Executive Officer or another person appointed by the Board for such purposes, and no more than three (3) individuals, as the Contact Person for the purposes of the Act who will be the person whom the Registrar can contact when needed.
- 43.2 The Contact Person must be at least Eighteen (18) years of age and ordinarily resident in New Zealand.
- 43.3 The role and duties of the Contact Person shall also be to:
 - 43.3.1 keep the Register of Members;
 - 43.3.2 maintain the Interests Register;
 - 43.3.3 record the minutes of all General Meetings and Board meetings;
 - 43.3.4 hold all other records, documents and books of Marching NZ;
 - 43.3.5 deal with and answer correspondence and perform such other duties as directed by the Board; and
 - 43.3.6 otherwise meet the requirements of the Act (if applicable).
- 43.4 The Board may suspend or remove the Contact Person from office by way of ordinary resolution of the Board.
- 43.5 In the event that there is a vacancy in the position of Executive Officer or any such other person appointed by the Board to be the Contact Person, the Board will appoint a replacement Contact Person within 30 days after the vacancy occurs and ensure that notice of the change of Contact person is sent to the Registrar in accordance with the Act.

44 Register of Members

- 44.1 The Executive Officer shall keep an up-to-date Register of Members, recording each Member's:
 - 44.1.1 name, contact details, the date they became a Member, and any other information required by this Constitution or the Act. The Register of Members shall be kept and maintained in accordance with the provisions of the Privacy Act 2020; and
 - 44.1.2 For each Member who ceased to be a Member within the previous seven (7) years, Marching NZ will record the former Member's name and the date the former Member ceased to be a Member.

- 44.2 Every Member shall promptly advise the relevant Association Secretary of any change of their contact details and Association Secretaries shall promptly advise the Executive Officer of the same.

45 Interests Register

- 45.1 The Board shall at all times maintain an up-to-date Interests Register disclosed by Officers and by Members of any sub-committee.

46 Access to Information for Members

- 46.1 A Member may at any time make a written request to the Executive Officer of Marching NZ for specific information held by Marching NZ.

- 46.2 The Executive Officer must, within a reasonable time after receiving a request:

46.2.1 provide the information; or

46.2.2 agree to provide the information within a specified period if the Member pays a reasonable charge (previously specified) to meet the cost of providing the information; or

46.2.3 refuse to provide the information in accordance with the Act, specifying the grounds for refusal.

- 46.3 If Marching NZ requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless within 10 working days after receiving notification of the charge the Member informs Marching NZ:

46.3.1 that the Member will pay the charge; or

46.3.2 that the Member considers the charge to be unreasonable, in which case the Board will review the charge and, at their sole discretion, either amend the charge or decline the request for information.

- 46.4 If the Member pays the charge, the Board will provide the information requested in accordance with Rule 46.2.1.

FINANCES

47 Control and Management

- 47.1 The funds and property of Marching NZ shall be:

47.1.1 controlled, invested and disposed of by the Board, subject to this Constitution; and

47.1.2 devoted solely to the promotion of the Purposes of Marching NZ.

- 47.2 All moneys received by or on behalf of Marching NZ are to be paid to the credit of Marching NZ's account at one of the registered banks in New Zealand.

- 47.3 The Board shall ensure that the Director of Finance is responsible for:

47.3.1 receipting all monies for and on behalf of Marching NZ, and bank same to the credit of Marching NZ; and

47.3.2 paying all accounts or advances as directed.

- 47.4 All payments made by Marching NZ shall be authorised in accordance with delegated authorities that have been endorsed by the Board.
- 47.5 If required by the Act or if otherwise the Board determines it desirable, the Board shall as soon as practicable after the end of the financial year of Marching NZ cause the accounts of Marching NZ to be audited or reviewed by an accountant or suitably qualified person appointed by the Board for that purpose (**Auditor**).
- 47.6 As soon as practicable after the Balance Date, the Director of Finance shall ensure a statement report is prepared containing particulars of:
- 47.6.1 the statement of financial performance for the financial year ended; and
- 47.6.2 the statement of financial position of Marching NZ at the close of that year.
- 47.7 Marching NZ will keep accounting records in written form or in a form or manner that is easily accessible and convertible into written form, and the accounting records will be kept for the current accounting period and for the last seven (7) completed accounting periods of Marching NZ ("Accounting Period" is defined in the Act).
- 48 Balance Date**
- 48.1 Marching NZ's financial year shall commence on 1 April of each year and end on 31 March (the latter date being Marching NZ's balance date). Marching NZ must file financial statements with the Registrar within six months of the Balance Date.
- 48.2 The financial year of Marching NZ and all Associations may be amended from time to time as determined at an Annual Meeting.
- 49 Execution of documents**
- 49.1 Documents requiring execution will be executed by the Executive Officer on behalf of Marching NZ and where the Executive Officer considers necessary, or where required pursuant to a delegation of authority, such execution will be reported to the Board.

DISPUTE RESOLUTION

50 Dispute Resolution Process

- 50.1 Marching NZ, Officers, and Members must use the dispute resolution process in Rules 50 to 59 for resolving any Dispute in accordance with Rule 50.2 (which becomes a Complaint upon the starting of the dispute resolution process) or dealing with any Complaint, which relates to Marching NZ as an incorporated society.
- 50.2 For the avoidance of doubt:
- 50.2.1 the dispute resolution process in this Constitution applies to disputes relating to Marching NZ and its Members, including disputes against an Officer of Marching NZ, or Marching NZ. This process does not apply to any employee or employment-related matters relating to Members, or Marching NZ's activities and does not include any Complaint against Associations by an individual Member which must be dealt with by an Association's Dispute Resolution process, unless referred to Marching NZ by the Association Committee or appealed to Marching NZ by a Member in accordance with the terms of the relevant Association's constitution in which case such dispute or appeal will be dealt with as a "Complaint" under the dispute resolution process in this Constitution.

- 50.2.2 the term “Complaints” is defined in the Act, and includes any allegation that Marching NZ, a Member, an Association Committee or an Officer has breached a duty under this Constitution, Marching NZ’s Bylaws, or the Act;
- 50.2.3 the disputes resolution process is therefore able to be used to investigate and take action against Marching NZ, any Officer, a Member, or an Association Committee for a breach of those duties. A “duty” includes any obligation or requirement under this Constitution, Marching NZ’s policies, and the Act.
- 50.3 For the avoidance of doubt and without affecting any other provisions of this Constitution, the Board may make any decision of Marching NZ set out in Rules 50 to 59.

51 How a Complaint is Made

- 51.1 A Member, Association Committee, or an Officer may make a Complaint by giving to the Board written notice that:
 - 51.1.1 states the Member, Association Committee, or Officer is starting a procedure for resolving a Dispute in accordance with this Rule 51;
 - 51.1.2 sets out the allegation to which the Dispute relates and whom the allegation is against; and
 - 51.1.3 sets out any other information reasonably required by Marching NZ.
- 51.2 Marching NZ may make a Complaint involving an allegation against a Member, Association Committee or an Officer by giving the Member, Association Committee, or Officer a Notice in writing that:
 - 51.2.1 states that Marching NZ is starting a procedure for resolving a Dispute in accordance with this Rule 51; and
 - 51.2.2 sets out the allegation to which the Dispute relates.
- 51.3 The information given under Rule 51.1.3 and 51.2.2 must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

52 Costs of Complaint

- 52.1 Without limiting Rule 53, a complainant must meet their own costs of making a Complaint.

53 Person Who Makes Complaint Has Right to be Heard

- 53.1 A Member, Association Committee, or an Officer who makes a Complaint has a right to be heard before the Complaint is resolved or any outcome is determined.
- 53.2 If Marching NZ makes a Complaint:
 - 53.2.1 Marching NZ has a right to be heard before the Complaint is resolved or any outcome is determined; and
 - 53.2.2 an Officer may exercise that right on behalf of Marching NZ.
- 53.3 Without limiting the manner in which the Member, Association Committee, Officer, or Marching NZ may be given the right to be heard, they must be taken to have been given the right if:
 - 53.3.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);

53.3.2 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;

53.3.3 an oral hearing (if any) is held before the decision maker; and

53.3.4 the Member's, Association Committee's, Officer's, or Marching NZ's written statement or submissions (if any) are considered by the decision maker.

54 Person Who is Subject of Complaint Has Right to be Heard

54.1 This Rule applies if a Complaint involves an allegation that a Member, an Association Committee, an Officer, or Marching NZ (the **Respondent**):

54.1.1 has engaged in misconduct;

54.1.2 has breached, or is likely to breach, a duty under this Constitution or the Act; or

54.1.3 has damaged the rights or interests of a Member or the rights or interests of Members generally.

54.2 The Respondent has a right to be heard before the Complaint is resolved or any outcome is determined.

54.3 If the Respondent is Marching NZ, an Officer may exercise the right on behalf of Marching NZ.

54.4 Without limiting the manner in which a Respondent may be given a right to be heard, a Respondent must be taken to have been given the right if:

54.4.1 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;

54.4.2 the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);

54.4.3 an oral hearing is held if the decision-maker considers that an oral hearing is needed to ensure an adequate hearing;

54.4.4 an oral hearing (if any) is held before the decision-maker; and

54.4.5 the Respondent's written statement or submissions (if any) are considered by the decision-maker.

55 Investigating and Determining Dispute

55.1 The Board of Marching NZ must, as soon as reasonably practicable after receiving or becoming aware of a Complaint made in accordance with this Constitution, ensure that the Complaint is investigated and determined.

55.2 The Board of Marching NZ will deal with Disputes under this Constitution in a fair, efficient, and effective manner. This will be achieved by:

55.2.1 Fair: Marching NZ following the procedures in this Constitution and ensuring that overall Disputes are dealt with in a way that is fair to the parties to the Dispute. Where this Constitution specifies a particular procedure that is to be followed or may be followed, that procedure will meet the requirement to act in a fair manner.

55.2.2 Efficient: Marching NZ dealing with Disputes as efficiently as possible in terms of time and costs, taking into account the other obligations under this Constitution.

55.2.3 Effective: Marching NZ dealing with Disputes and ensuring that the Decision-Maker can reach decisions in a way that best promote the purposes of Marching NZ that also takes into account the other obligations under this Constitution.

56 Marching NZ May Refer Complaint

56.1 Despite Rule 55.1 the Board of Marching NZ may refer a Complaint to:

- 56.1.1 a complaints sub-committee or an external person to investigate and report; or
- 56.1.2 a complaints sub-committee, arbitral tribunal or an external person to investigate and make a decision;
- 56.1.3 in the case of any Complaint solely between a Member and the Association they are also a member of, between a member of an Association and the Association Committee for the Association they are a member of, between members of an Association, or about a member of an Association or an Association Committee that does not raise an issue of national importance, the Association Committee (in which case, the Complaint will be known as a local complaint).

56.2 Marching NZ may, with the consent of all parties to a Complaint, refer the Complaint to any type of consensual dispute resolution.

57 Marching NZ May Decide Not to Proceed Further with Complaint

57.1 Despite Rule 55.1, Marching NZ may decide not to proceed further with a Complaint if:

- 57.1.1 the Complaint is trivial;
- 57.1.2 the Complaint does not appear to disclose or involve any allegation of the following kind:
 - (a) that a Member or an Officer has engaged in material misconduct;
 - (b) that a Member or an Officer, or Marching NZ has materially breached, or is likely to materially breach, a duty under this Constitution or the Act; or
 - (c) that a Member's rights or interests or Members' rights or interests generally have been materially damaged.
- 57.1.3 the Complaint appears to be without foundation or there is no apparent evidence to support it;
- 57.1.4 the person who made the Complaint has an insignificant interest in the matter;
- 57.1.5 the conduct, incident, event or issue giving rise to the Complaint has already been investigated and dealt with under the Constitution; or
- 57.1.6 there has been an undue delay in making the Complaint.

58 Decision-makers

58.1 The Board or any such complaints sub-committee or person considering and determining a Complaint in accordance with this Constitution is referred to in this Constitution as the "decision-maker". A person may not act as the decision-maker in relation to a Complaint if two (2) or more Board Members or the majority of any complaints sub-committee consider that there are reasonable grounds to believe that the person may not be:

- 58.1.1 impartial; or

58.1.2 able to consider the matter without a pre-determined view.

59 Resolving Disputes

59.1 The decision-maker may:

59.1.1 order the complainant (if a Member or Association Committee) or the Member or Association Committee complained against, to meet any of Marching NZ's reasonable costs in dealing with a Complaint; and

59.1.2 make such directions as the decision-maker thinks appropriate (with which Marching NZ, Association Committee's, and Members shall comply), including upholding a Complaint; and

(a) reprimanding or admonishing the Member; and/or

(b) suspending the Member from Membership for a specified period; or

(c) terminating the Member's Membership.

59.2 Unless otherwise stated as part of any referral of a Complaint under Rule 56, and subject to all applicable laws, the decision of the decision-maker in relation to any Complaint dealt with under Rules 50 to 59 shall be final and binding on all parties to the Complaint.

60 Membership Appeals

60.1 This Rule 60 applies to membership appeals only. This appeal process does not apply to an appeal against a decision made under the dispute resolution process in Rules 50 to 59.

60.2 Any Member or individuals seeking Membership whose Membership application has been declined or delayed or whose Membership has been withdrawn, suspended or terminated may, within one month of receiving written notification thereof, lodge with the Executive Officer of Marching NZ, written notice of intention to appeal against a decision of the Association Committee to refuse Membership, which shall be treated as a Complaint and dealt with in accordance with the Dispute Resolution process set out above, and within two months of receiving written notification thereof, lodge with the Executive Officer, written details in support of the appeal. For the purposes of this Rule, an individual seeking Membership shall be given the rights of a Member under the dispute resolution process in this Constitution.

60.3 The right to appeal under this Rule 60 does not apply where Membership is terminated under Rule 10.1.7 being conduct that is so egregious that it cannot be appealed.

FINANCIAL GAIN

61 No Financial Gain

61.1 Marching NZ shall not be carried on for the financial gain of any of its Members, provided that:

61.1.1 a Member may receive fees in accordance with Rule 33.1; and

61.1.2 a Member may receive reimbursement for reasonable expenses legitimately incurred on behalf of Marching NZ while purposing Marching NZ's Purposes;

61.1.3 a Member may receive incidental benefits (such as trophies, prizes, or discounts on products or services) in accordance with the Purposes of Marching NZ; and

- 61.1.4 a Member may charge and receive all usual professional, trade, or other charges for work done by their business in connection with Marching NZ, including acts which a Member could have done personally.
- 61.2 Marching NZ will otherwise comply with the provisions of section 24 of the Act.
- 61.3 No Member of Marching NZ or any person associated with a Member shall participate in or materially influence any decision made by Marching NZ in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.
- 61.4 Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

AMALGAMATION

62 Process

- 62.1 Marching NZ may be amalgamated in accordance with the provisions of the Act.
- 62.2 Any amalgamation proposal (as defined in the Act) must be approved by a resolution agreed to by a two-thirds majority of all Members entitled to vote and voting on the question. This Rule 62.2 modifies section 194(2)(a) of the Act.

63 Wind up and Liquidation

- 63.1 Marching NZ may be wound up if:
 - 63.1.1 It has achieved its purpose and can no longer proceed with its purposes; or
 - 63.1.2 Cannot pay its debts; or
 - 63.1.3 Has ceased to operate.
- 63.2 Marching NZ may be wound up by:
 - 63.2.1 An Annual Meeting by way of special resolution through a notice of motion submitted by the Board or an Association, or at a Special Meeting, that passes a resolution to liquidate Marching NZ and appoint a Liquidator, by two-thirds majority; or
 - 63.2.2 A Special General Meeting subsequently convened for the purpose and held not later than thirty (30) days after the Annual or Special Meeting at which such resolution was passed, confirms by two-thirds majority that Marching NZ shall be wound up.

64 Surplus Assets

- 64.1 If after Marching NZ is wound up or dissolved there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid or distributed among the Members of MNZ but shall be given or transferred to another Not-for-Profit entity for the purposes of promoting the sports as decided by the Board of Marching NZ.

ALTERATIONS TO THE CONSTITUTION

65 Amending this Constitution

- 65.1 Marching NZ may amend or replace this Constitution at a General Meeting by a resolution passed by at least two-thirds of Eligible Members present and voting at the General Meeting.

- 65.2 Notice of a resolution to amend the Constitution shall be circulated to Associations, MNZ Life Members, members of the Technical Working Party and members of the Board not less than thirty (30) days prior to the Meeting at which the resolution by way of notice of motion will be considered.
- 65.3 This Constitution cannot be amended in a manner detrimental to its status under the Income Tax Act 2007, or any Act or Act replacing it, and no person is to be able to personally derive a pecuniary advantage from Marching NZ other than in accordance with Rule 61.
- 65.4 Any proposed motion to amend or replace this Constitution shall be:
 - 65.4.1 given by the Board; or
 - 65.4.2 in the case of an Annual Meeting, put forward as Notice of Motion; or
 - 65.4.3 in the case of a Special General Meeting, put forward in accordance with Rule 15.1.2.
- 65.5 When an amendment to the Constitution is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.
- 65.6 If any proposed amendment to the Constitution has no more than a minor effect or corrects errors or makes similar technical alterations, the Board may give effect to that proposed amendment provided that the Board has notified every Member of the proposed amendment and no objection from a Member has been received within 20 working days after the date on which that notice was sent.

DEFINITIONS

66 Definitions

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

Act means the Incorporated Societies Act 1908 while Marching NZ continues to be registered under that Act, and the Incorporated Societies Act 2022 from the date Marching NZ reregisters under that Act, or any Act which replaces the Act (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

Annual Meeting means the annual meeting of Marching NZ that must be called in accordance with this Constitution.

Association means a registered association affiliated to Marching NZ.

Auditor's Report means the report of the Auditor delivered at the Annual Meeting.

Balance Date means Marching NZ's balance date as set out in Rule 48.

Board Member means the members of the Board of Marching NZ from time to time.

Bylaw means any Policies and the Rules of Participation, (excluding the Policy and Operations Manual (Technical) for the conduct and control of Marching NZ's activities and the conduct of Members, provided that no such bylaws shall be inconsistent with the Constitution, the Act, regulations made under the Act or any other legislation.

Associations mean branches of Marching NZ established by the Board in accordance with Rule 12.

Association Delegates means the two representatives of an Association, appointed under the constitution of that Association to represent and vote on

behalf of the Association at any General Meeting of Marching NZ.

Board means Marching NZ's governing body elected and appointed in accordance with Rule 28.1, being a committee for the purposes of the Act.

Board Member means a member of the Board elected in accordance with Rule 28 or co-opted to the Board in accordance with this Constitution.

Chairperson means the chairperson of the Board as set out in Rule 29.2

Complaint has the meaning given to it in section 38 of the Incorporated Societies Act 2022.

Contact Person has the meaning given to it in section 114 of the Act.

Constitution means this document as amended or replaced from time to time.

Co-opted Board Member means a Board Member co-opted to the Board in accordance with this Constitution and who shall be eligible to be appointed to the role of Chairperson. A Co-opted Board Member must not be a Member and shall not have the voting rights of a Member.

Director of Finance means the Director of Finance of Marching NZ as set out in Rule 47.3

Dispute has the meaning given to it in section 38 of the Incorporated Societies Act 2022.

Elected Board Member means a Board Member elected to the Board in accordance with Rule 28. An Elected Board Member must be a Member and shall be eligible to be appointed to the role of President.

Eligible Members means any Member being eligible to vote at general meetings of Marching NZ (but for the purposes of determining a quorum will exclude Life Members),

Executive Officer means the Executive Officer of Marching NZ as set out in Rule 40.

General Meeting means either an Annual Meeting or a Special General Meeting.

Honorary Solicitor means a solicitor appointed in accordance with Rule 13.2.7.

Interested Officer means an Officer who is interested in a Matter for any of the reasons set out in section 62 of the Act, being where that Member:

- (or the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of that Member) may obtain a financial benefit from the Matter;
- may have a financial interest in a person to whom the Matter relates; or
- 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; or
- is interested in the Matter for any other reason specified in this Constitution,

provided that an Officer will not be deemed to be interested in a Matter where:

- the Officer receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act;
- the Officer's interest is the same or substantially the same as the benefit or interest of all or most other Members of the Club due to the membership of those Officers; or
- if the Officer's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Member in carrying out their responsibilities under the Act or this constitution.

Matter means Marching NZ's performance of its activities or exercise of its powers pursuant to this Constitution, including any arrangement, agreement, or contract made or entered into, or proposed to be entered into, by Marching NZ.

Member means an individual, company, or organisation admitted as a member of Marching NZ in accordance with Rule 5, and **Membership** shall have a corresponding meaning.

Membership Fees means any subscription, levies, or other fees payable by Members in respect of their Membership of Marching NZ.

Membership Officer means any person appointed from time to time to be the Membership Officer of Marching NZ or of an Association of Marching NZ (as the case may be).

Not-For-Profit Entity has the meaning given to that term in section 5(3) of the Incorporated Societies Act 2022.

Notice means any notice given by post, courier or email or any additional transmission method approved by the Board and for clarity includes transmission of a link to a Notice.

Officer means a Board Member and any natural person occupying a position in Marching NZ that allows the person to exercise significant influence over the management or administration of Marching NZ and includes any class or classes of natural persons that are declared by regulations to be officers for the purposes of the Act.

Patron means a Patron appointed by the Board in accordance with Rule 14.

Policy and Operations Manual (Technical) means the Policy and Operations Manual (Technical) prepared and updated by the Technical Working Party and approved by the Board.

President means the President of Marching NZ elected in accordance with this Constitution.

Purposes means the purposes of Marching NZ as set out in Rule 2.

Interests Register means the register of interests of Officers, kept under this Constitution as required by s 73 of the Act.

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

Registered Office means the registered office of Marching NZ described in the New Zealand register of incorporated societies, as updated from time to time.

Registrar means the Registrar of Incorporated Societies appointed in accordance with the Act.

Rules of Participation means the rules of participation adopted in accordance with Rule 20 from time to time.

Scrutineer means a person approved to oversee ballot processes to ensure the outcome declared is accurate.

Secretary means a secretary of an Association of Marching NZ.

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

Technical Working Party means the Technical Working Party being a standing working party established by the Board under Clause A6 of the Rules of Participation and including the Technical Manager, Director of Coaching, and the Director of Judging appointed by the Board in accordance with Clause A7 of the Rules of Participation.

SCHEDULE 1 – ASSOCIATION TEMPLATE CONSTITUTION

CONSTITUTION OF [ASSOCIATION NAME]

1 Name and Commencement

- 1.1 The name of the society is [name of association] (in this Constitution referred to the 'Association').
- 1.2 This Constitution will take effect as the rules of the Association from the date it is registered by the Registrar of Incorporated Societies.

2 Association Purposes

- 2.1 The Purposes of [Association Name] are to:
 - 2.1.1 promote, encourage, administer, and control the Sport of Marching in the Association's geographic area as defined in the Rules of Participation;
 - 2.1.2 create opportunities for all participants and for all Members who participate in a support role (e.g. coaches, judges, administrators and other officials), within the Association's geographic area, to reach their potential and gain maximum enjoyment from their participation; and
 - 2.1.3 represent the Sport of Marching in the Association's geographic area.

3 Powers, Act, and Regulations

- 3.1 The Association shall have the statutory powers given to it under the Act and the powers of a natural person to carry out its activities.
- 3.2 Nothing in this Constitution authorises the Association to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.
- 3.3 Any income, benefit, or advantage must be used to advance the purposes of this Association.

Powers

- 3.4 The Association shall have the following powers, to:
 - 3.4.1 Make and amend this Constitution at any Annual Meeting.
 - 3.4.2 Make and amend Association Bylaws, Policies and/or Rules of Participation at any Annual Meeting.
 - 3.4.3 Arrange and conduct Championships, Competitions and Displays of Marching, within the Association area, for registered Teams, and invite other individuals or groups to give demonstrations or conduct their competitive activity at these events.
 - 3.4.4 Subscribe to, affiliate, and co-operate with kindred or other organisations in the Association area, in furtherance of the Purposes of the Association.
 - 3.4.5 Ensure that in furthering the Purposes of the Association, that Acts of Parliament and Statutory Regulations are complied with.
 - 3.4.6 Lend, invest, borrow, raise, or secure the payment of money by mortgages, debentures, or debenture stock, charged upon all or any of the undertaking, goodwill, assets, properties, and securities of the Association.

- 3.4.7 Enter into any contracts, agreements, leases or arrangements with any person, firm, syndicate, corporation, or company, and to surrender or accept surrender of any contract, agreement, lease, or arrangement.
- 3.4.8 Draw, make, accept, endorse, discount, execute, issue, and negotiate bills of exchange, warrants, debentures, or other negotiable instruments.
- 3.4.9 Apply funds raised through Membership fees, grants, donations, sponsorship, and specific fund-raising ventures in accordance with the Purposes of the Association.
- 3.4.10 Enter into appropriate insurance arrangements to cover property, employees, and Members of the Association.
- 3.4.11 Delegate duties and co-opt or appoint sub-committees or individuals.
- 3.4.12 Do all such other things as are incidental or conducive to the attainment of the Purposes and Powers of the Association.

4 Registered Office

- 4.1 The Registered Office of the Association shall be at such place as the Committee from time to time determines.
- 4.2 Any changes to the Registered Office shall be notified to the Registrar of Incorporated Societies in a form as required by the Act.

5 Association Membership

- 5.1 The Membership categories of the Association shall be:
 - 5.1.1 Life: A person elected at an Annual Meeting of the Association on the nomination of the Association Committee, who has performed special and sterling service in some way in promoting, encouraging, administering, and controlling the Sport of Marching in the Association's geographic area. Life membership of the Association entitles the person to attend and vote at any General Meeting of the Association.
 - 5.1.2 Team (Competitive): Team (Competitive) Membership entitles the person to participate in Association activities, and:
 - (a) provided the person has reached the age of sixteen (16) years of age on or prior to the date of, attend and vote at an Association Annual or Special General Meeting; and
 - (b) provided the person has reached the age of eighteen (18) years of age be elected or appointed to an Association Committee.
 - 5.1.3 Team (Non-Competitive): Team (Non-Competitive) Membership entitles the person to participate in Association activities, and, for Open Free Choice Grade Teams, to enter an Association Competition for Masters Grade Teams held under the auspices of a Masters Games organisation and provided the person has reached the age of sixteen (16) years of age on or prior to the date of, to attend an Association Annual or Special General Meeting, and if over eighteen (18) years of age, to be elected or appointed to an Association Committee.
 - 5.1.4 Individual: Individual Membership entitles the person to participate in Association activities, and provided the person has reached the age of sixteen (16) years of age on or prior to the date of, to attend and vote at an Association Annual or Special General Meeting, and if over eighteen (18) years of age be elected or appointed to an Association Committee.

- 5.1.5 Individual Associate: Any person who becomes an Individual (Associate) Member, attains that status on the decision of the Association Committee, as a volunteer contributing to the Purposes of the Association but not requiring a higher level of Membership in order to so assist. Individual (Associate) Membership entitles the person to participate in Association activities.
- 5.1.6 A parent or guardian (who has no other Membership status) of a Team (Competitive) Member who has not reached the age of sixteen (16) years of age on or before the date of the General Meeting, may attend and vote at an Association Annual or Special General Meeting on behalf of that Team (Competitive) Member.
- 5.2 Each Member of this Association must:
 - 5.2.1 Consent to Membership;
 - 5.2.2 Conform to the rules of this Constitution, the Rules of Participation and any policies and/or rules of participation or other Bylaws of the Association;
- 5.3 All Members shall promote the interests and purposes of the Association and shall do nothing to bring the Association into disrepute.
- 5.4 Every Member shall, as part of their application for Membership, provide that Member's full contact details and promptly advise the Contact Person of any changes to those contact details.
- 5.5 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Association.
- 5.6 A Member is only entitled to exercise the rights of their class of Membership, including attending General Meetings, if all Membership Fees have been paid to the Association by the due date as required, but no Member is liable for an obligation of the Association by reason only of being a Member.
- 5.7 Each Member of the Association must also be a member of Marching NZ and shall undertake to conform to the constitution and other bylaws (including the Rules of Participation and other Marching NZ policies) of Marching NZ, in addition to this Constitution and the Bylaws of the Association.

6 Association Membership Fees

- 6.1 For each category of Membership for the next Membership term, Membership Fees due to the relevant Association for Membership for the then current financial year, shall be determined an Annual Meeting of the Association (as the case may be).
- 6.2 Membership Fees may differ depending on the type of Membership.
- 6.3 Membership Fees due for each category of Membership shall be payable at the time of application for membership is made or at such other time determined from time to time by the Board or Association Committee (as the case may be).
- 6.4 Notwithstanding Rule 9, the Board or an Association (as the case may be) may issue a waiver, apply an extension, or otherwise alter any obligation in respect of Membership Fees.
- 6.5 New applications for Membership from 1 April and before 1 October in the same year shall, after approval in accordance with this Constitution, continue in Membership until 30 September in the following year.

7 Applications

- 7.1 Each application for Membership shall be made on the appropriate form as advised by the Board from time to time and submitted in the manner required by the Board.
- 7.2 Submitting an application to become a Member in accordance with Rule 7.1 shall be deemed to constitute consent to becoming a Member of this Association and of Marching NZ.

8 Cessation of Membership

- 8.1 A Member ceases to be a Member of the Association:
 - 8.1.1 on death (or if a body corporate on liquidation or deregistration);
 - 8.1.2 where the Member no longer meets the requirements to be a Member;
 - 8.1.3 where the Member is an individual, by giving written notice of their resignation to the relevant Association Secretary stating the date on which such resignation is effective, upon which the relevant Association shall notify the Executive Officer without delay;
 - 8.1.4 if that Member fails to pay Membership Fees three (3) months after they have become due, in which case that Member shall be deemed to have resigned their Membership;
 - 8.1.5 upon termination of their Membership following a dispute resolution process in accordance with this Constitution, with effect from the date stated in the notice of termination of Membership; or
 - 8.1.6 if in the opinion of the Committee or the Board, and without the Association being required to follow a dispute resolution process in accordance with this Constitution, the Member has brought the Association into disrepute, acts in a manner considered to be injurious or prejudicial to the character or interests of the Association or is convicted of an offence that carries a possible sentence of not less than six (6) months imprisonment.
- 8.2 A Member who resigns or ceases to be a Member must pay all owing Membership Fees to the Association's next Balance Date, shall cease to have any rights of a Member and shall immediately return any property of the Association.

9 Association Committee

- 9.1 The Association Committees shall manage the affairs of the Association in furtherance of the Purposes and in accordance with the powers under this Constitution.
- 9.2 Composition of Association Committees:
 - 9.2.1 The Association Committee will be a minimum of seven (7) Members and up to a maximum of eleven (11) Members comprising a President, Secretary, Treasurer, Coaching Co-ordinator, Chief Judge, Membership/Privacy Officer, Promotion/Publicity Officer and up to four (4) other Committee Members.
 - 9.2.2 Any non-member nominated for an Association Committee position will be required to become a Member (as per Rules 6.3 to 6.6 inclusive of Marching NZ's constitution) prior to the next Association Committee meeting.
- 9.3 Eligibility:
 - 9.3.1 Members of the Association who have attained the age of 18 years (except Individual – Associate Members) are eligible for election or appointment to a position on the Association Committee.

- 9.3.2 At the Annual Meeting, members of the Association Committee shall be eligible upon nomination for re-election.
- 9.3.3 A person may hold no more than two positions on an Association Committee.
- 9.4 Election of Association Committees:
- 9.4.1 The election of members of the Association Committee shall take place in the following manner:
- (a) This Committee shall be elected at the Association's Annual Meeting.
 - (b) The Secretary shall inform Life members, members of the Association Committee, Teams and other Individual Members, at least sixty (60) days prior to the date of the Annual Meeting of the positions to be filled.
 - (c) Nominations from members of the Association Committee, Team Members and Individual Members (except Marchers and Team Officials of Introductory and Open Free Choice Grade Teams, and Individual - Associate Members) shall be in writing, signed by the proposer, consented to by the nominated person, and lodged with the Secretary at least thirty (30) days prior to the Annual Meeting.
 - (d) A list of the candidates' names in alphabetical order, with the name/s of the nominating person/s, shall be circulated by the Secretary to members of the Association Committee, Teams, other Individual members, and Individual (Associate) Members at least fourteen (14) days prior to the Annual Meeting.
 - (e) In the event of there being more than one person nominated for a position, a balloting list shall be prepared for each position listing the names of the candidates in alphabetical order, and each member present and entitled to vote at the Annual Meeting shall be entitled to exercise one vote for a person of their choice in each position.
 - (f) Should there not be a nomination for any position, then this position will remain vacant at the Annual Meeting, and the Association Committee will fill the vacancy at the first opportunity.
- 9.5 Should a Member resign from the Association Committee, the Association Committee will fill the vacancy at the first opportunity.
- 9.6 Cessation of Office
- 9.6.1 A Member of the Association Committee is an officer of the Association for the purposes of the Act and shall cease to be a Committee Member if that Member:
- (a) Dies;
 - (b) has held office for an initial term and is not re-appointed for a consecutive term or has held office for the maximum number of consecutive terms (if any) and subject to any limitations as set in the Constitution;
 - (c) resigns by delivering a written Notice of resignation to the Committee;
 - (d) is absent without leave for three (3) consecutive meetings of the Committee;
 - (e) becomes disqualified from being an Officer under the Act; or

- (f) is removed by the Board of Marching NZ or pursuant to one of the grounds for removal under this Constitution by a resolution of the Committee passed by a two-thirds majority.

9.7 Association Chairperson

- 9.7.1 The Association President shall preside as Chairperson of the Association. If the President is unavailable, then the persons present and eligible to vote shall elect a member of the Association Committee to be the Chairperson of the meeting.
- 9.7.2 The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.

10 Association Committee Meetings

- 10.1 The Association Secretary shall convene meetings of the Association Committee and will include the date and venue of the subsequent meeting on each meeting's agenda. This may subsequently be varied should extenuating circumstances prevail, in which case at least one weeks' notice must be given.
- 10.2 Association Committee Meetings may be held at one or more venues using any real-time, audio and visual, or other electronic communication that gives each Member attending a reasonable opportunity to participate.
- 10.3 Quorum
 - 10.3.1 The number required to constitute a quorum at an Association Committee Meeting shall be one-half of those eligible to attend.
 - 10.3.2 If within thirty (30) minutes of the time appointed for the commencement of the meeting a quorum is not present, if those present and eligible to vote agree, the meeting will continue. All business transacted, and decisions made at this meeting shall be confirmed at the next meeting of the Committee where a quorum is present.
- 10.4 Voting
 - 10.4.1 Every person present and entitled to vote shall be entitled to one vote, and in the case of an equality of votes the Chairperson of the meeting shall be entitled to have a second or casting vote.
 - 10.4.2 Voting shall be on the voices or by show of hands. If by show of hands, the Chairperson will indicate the number voting for and against the question, matter, or resolution.
 - 10.4.3 Voting will otherwise be carried out in accordance with the voting procedures contained in this Constitution.

11 Conflicts of Interest

- 11.1 An Association Officer who is interested in a Matter relating to the Association or to Marching NZ must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
 - 11.1.1 to the Committee; and
 - 11.1.2 in an Interests Register kept by the Committee.
- 11.2 Disclosure must be made as soon as practicable after that Officer becomes aware that they are interested in the Matter. Subject to the Act and any regulations an interested

officer may be able to participate or vote in Association Meetings and Committee Meetings at the discretion of the Committee.

12 Association General Meetings

12.1 Association Annual Meetings

12.1.1 The Secretary shall inform Members of the Association at least sixty (60) days prior to the Annual Meeting of the date, time, and place thereof.

12.1.2 Meetings may be held at one or more venues using any real-time, audio and visual, or other electronic communication that gives each Member attending a reasonable opportunity to participate.

12.1.3 The meeting shall be held by 31 July in each year, or within six months of the Balance Date of the Association, whichever is earlier.

12.2 The business of an Association General Meeting shall be to:

12.2.1 receive and adopt the Committee's report for the preceding year, prepared by the Secretary;

12.2.2 receive and adopt the financial statements of the Association for that period including the Statement of Financial Performance and Statement of Financial Position;

12.2.3 receive the Auditor's or reviewer's report upon the financial statements of the Association for the preceding financial year;

12.2.4 receive the financial budget for the new financial year, prepared by the Committee with the opportunity to discuss;

12.2.5 receive reports including but not limited to, the Association President, Chief Judge, Coaching Co-ordinator, Membership/Privacy Officer and Publicity & Promotions Officer;

12.2.6 elect Committee Members in accordance with Rule 9.4;

12.2.7 consider and vote on any remits;

12.2.8 consider and approve any notices of motion to amend the Constitution;

12.2.9 determine Membership Fees;

12.2.10 confirm the minutes of the previous Annual Meeting;

12.2.11 conferral of Life membership;

12.2.12 Appointment of Honorary Auditor or reviewer;

12.2.13 Appointment of Honorary Solicitor;

12.2.14 Presentation of service certificates; and

12.2.15 consider any other general business of the Association.

12.3 Items of general business for discussion at an Annual Meeting may be submitted to the Secretary 30 days prior to the date of the Annual Meeting, with the proviso that any late general business item may be discussed if submitted to the Secretary at least forty-eight (48) hours prior to the commencement of the Annual Meeting, and if the Annual Meeting by a majority is satisfied to discuss the item, and if the Chairperson considers there is sufficient time.

12.4 Association Special General Meetings

12.4.1 The Association Secretary shall convene a Special General Meeting:

- (a) on the decision of the Association Committee; or
- (b) on the request in writing signed by not less than fifteen Members of the Association. Such requisition shall clearly state the reasons why such meeting is requested and the nature of the business to be transacted therein.

12.4.2 The Association Secretary shall inform all Members at least fifteen (15) days prior to a Special Meeting of the date, time, and place thereof and of the business to be transacted thereat. Such notice is to be issued within fifteen (15) days of receiving the request in accordance with Rule 12.4.1.

12.4.3 The date of an Association Special Meeting shall be within thirty (30) days of the Secretary receiving the request.

12.4.4 The business of an Association Special General Meeting shall be as stated in the requisition notice and no other business may be transacted.

12.5 Written resolutions shall not be permitted in lieu of a General Meeting of the Association.

12.6 Minutes of all General Meetings and Committee Meetings shall be recorded and along with other general information of the Association may, at the Committee's discretion, be made available to Members upon request.

13 Voting

13.1 The following Membership categories are eligible to vote at any General Meeting of the Association:

13.1.1 Life members of the Association;

13.1.2 Individual Members (where that Member is over 16 years of age); and

13.1.3 Team (Competitive) Members (where that Member is over 16 years of age) or a parent or guardian (who has no other Membership status) of a Team (Competitive) Member who has not reached the age of sixteen (16) years of age on or before the date of the General Meeting, on behalf of that Team (Competitive) Member.

13.2 Every question, matter or resolution shall be decided by a majority of votes of the persons eligible to vote.

13.3 Every person present and entitled to vote, shall be entitled to one vote, and in the case of an equality of votes the Association Chairperson shall be entitled to have a second or casting vote.

13.4 Voting shall be on the voices or by show of hands unless a secret ballot is requested.

13.5 If by show of hands, the Chairperson will indicate the number voting for and against the question, matter, or resolution.

13.6 A secret ballot may be demanded by any one person entitled to vote. The Chairperson shall appoint a number of Members (preferably persons not entitled to vote) to conduct the secret ballot and the result of the ballot, as witnessed by the Chairperson indicating the number voting for and against the question, matter or resolution, as declared by the Chairperson, shall be deemed to be the resolution of the meeting of which the ballot was demanded.

13.7 Proxy voting is not permitted at any General Meeting under this Constitution, unless permitted by a simple majority resolution of the Committee from time to time.

13.8 Quorum

13.8.1 The number required to constitute a quorum shall be one-quarter of those eligible to vote (excluding Life members of the Association).

13.8.2 No business shall be transacted unless a quorum of Members is present at the time when the meeting proceeds to business.

13.8.3 If within thirty (30) minutes of the time appointed for the commencement of the meeting, a quorum is not present, and if those present and eligible to vote agree the meeting will continue. All business transacted, and decisions made at this meeting shall be confirmed at the next meeting of the Association Committee where a quorum is present.

14 Association Finances

14.1 Association finances shall be controlled and managed by the Association Committee.

14.2 The Association Committee shall ensure that the Association Treasurer is responsible for:

14.2.1 receipting all monies for and on behalf of the Association; and

14.2.2 paying all accounts or advances as directed.

14.3 As required by the Act, the Association Committee will keep accounting records in written form or in a form or manner that is easily accessible and convertible into written form, and the accounting records will be kept for the current accounting period and for the last seven (7) completed accounting periods of the Association ("Accounting Period" is defined in the Act).

14.4 As soon as practicable after the end of each financial year, the Association Treasurer will ensure that financial statements are prepared for the Association for the financial year just ended.

14.5 The financial statements for the Association must be audited or reviewed by an auditor or reviewer who shall present a report to the Association Secretary prior to the holding of the Annual Meeting next following the financial year of which such audit or review was made.

15 Balance Date

15.1 The Association's financial year shall commence on 1 May of each year and end on 30 April (the latter date being the Association's Balance Date). The Association must file financial returns statements with the Registrar within six months of the Balance Date.

16 Indemnity and Insurance

16.1 The Association shall indemnify each Officer against all losses and expenses incurred by them in carrying out their duties in relation to the Association except insofar as they contravene the Officer's duties under the Act or this Constitution.

16.2 The Committee shall maintain such insurance as it considers appropriate from time to time.

17 Fees and Honoraria

17.1 The Association may pay fees and/or honoraria to Association Committee Members and to any persons appointed to any specified role by the Association Committee as agreed from time to time by the Association Committee.

18 Registers and Records

- 18.1 The Association shall have at least one (1) contact person appointed by the Committee in accordance with the Act. The role of the contact person shall be to keep the register of Members, maintain the Interests Register, record the minutes of all General Meetings and Committee meetings, hold all documents and records of the Association, and correspond on behalf of the Committee as set out in the Act.
- 18.2 The Committee may suspend or remove the contact person from office by way of resolution of the Committee. In the event of vacancy, any person appointed by the Committee may fill the role of Contact Person.
- 18.3 Register of Members
 - 18.3.1 The Association shall keep an up-to-date Register of Members in accordance with the provisions of the Act. The Register of Members shall be provided to the Board of Marching NZ upon request.
- 18.4 Interests Register
 - 18.4.1 The Committee shall at all times maintain an up-to-date Interests Register disclosed by Officers and by Members of any sub-committee.

19 Association Dispute Resolution

- 19.1 A Complaint as defined in the Act includes any allegation that a Member, Officer, Association Committee or the Association has breached a duty under this Constitution, Bylaws, or the Act.
- 19.2 A Member, the Committee, or an Officer may make a complaint by giving the Committee written notice that states that the Member, Association, or Officer is starting a procedure for resolving a dispute must set out the allegation to which the Dispute relates and any other relevant information.
- 19.3 The Association, Officers, and Members must use the dispute resolution process in Rules 19 to 28 for resolving any Dispute (which becomes a Complaint upon the starting of the dispute resolution process).
- 19.4 Any Membership appeals made by Members or by individuals seeking Membership will be referred by the Committee to the Board of Marching NZ. For the purposes of this Rule, an individual seeking Membership shall be given the rights of a Member under the dispute resolution process in this Constitution.
- 19.5 For the avoidance of doubt:
 - 19.5.1 the dispute resolution process in this Constitution applies only to Disputes relating to the Association and its Members as Members of the Association. Disputes relating to Marching NZ and its members as members of Marching NZ shall be dealt with in accordance with the terms of the constitution of Marching NZ. This process does not apply to any employee or employment-related matters relating to Members, or the Association's activities.
 - 19.5.2 the term "Complaints" is defined in the Act, and includes any allegation that the Association, a Member, or an Officer has breached a duty under this Constitution, NZ's Bylaws, or the Act;
 - 19.5.3 the dispute resolution process is therefore able to be used to investigate and take action against the Association, any Officer, or a Member, for a breach of those duties. A "duty" includes any obligation or requirement under this Constitution, any related policies, and the Act.

- 19.6 For the avoidance of doubt and without affecting any other provisions of this Constitution, the Committee may make any decision of the Association set out in Rules 19 to 59.

20 How a Complaint is Made

- 20.1 A Member, Association Committee, or an Officer may make a Complaint by giving to the Committee written notice that:
- 20.1.1 states the Member, Association Committee, or Officer is starting a procedure for resolving a Dispute in accordance with this Rule 20;
 - 20.1.2 sets out the allegation to which the Dispute relates and whom the allegation is against; and
 - 20.1.3 sets out any other information reasonably required by the Association.
- 20.2 The Association may make a Complaint involving an allegation against a Member, Association Committee or an Officer by giving the Member, Association Committee, or Officer a Notice in writing that:
- 20.2.1 states that the Association is starting a procedure for resolving a Dispute in accordance with this Rule 20; and
 - 20.2.2 sets out the allegation to which the Dispute relates.
- 20.3 The information given under this Rule 20 must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

21 Costs of Complaint

- 21.1 Without limiting the right to be heard, a complainant must meet their own costs of making a Complaint.

22 Person Who Makes Complaint Has Right to be Heard

- 22.1 A Member, Committee, or Officer who makes a Complaint has a right to be heard before the Complaint is resolved or any outcome is determined.
- 22.2 If the Association makes a Complaint:
- 22.2.1 the Association has a right to be heard before the Complaint is resolved or any outcome is determined; and
 - 22.2.2 an Officer may exercise that right on behalf of the Association.
- 22.3 Without limiting the manner in which the Member, the Committee, Officer, or the Association may be given the right to be heard, they must be taken to have been given the right if:
- 22.3.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
 - 22.3.2 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
 - 22.3.3 an oral hearing (if any) is held before the decision maker; and
 - 22.3.4 the Member's, Committee's, or Officer's written statement or submissions (if any) are considered by the decision maker.

23 Person Who is Subject of Complaint Has Right to be Heard

23.1 This Rule applies if a Complaint involves an allegation that a Member, the Association Committee, an Officer, or the Association (the **Respondent**):

23.1.1 has engaged in misconduct;

23.1.2 has breached, or is likely to breach, a duty under this Constitution or the Act; or

23.1.3 has damaged the rights or interests of a Member or the rights or interests of Members generally.

23.2 The Respondent has a right to be heard before the Complaint is resolved or any outcome is determined.

23.3 If the Respondent is the Association, an Officer may exercise the right on behalf of the Association.

23.4 Without limiting the manner in which a Respondent may be given a right to be heard, a Respondent must be taken to have been given the right if:

23.4.1 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;

23.4.2 the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);

23.4.3 an oral hearing is held if the decision-maker considers that an oral hearing is needed to ensure an adequate hearing;

23.4.4 an oral hearing (if any) is held before the decision-maker; and

23.4.5 the Respondent's written statement or submissions (if any) are considered by the decision-maker.

24 Investigating and Determining Dispute

24.1 The Association must, as soon as reasonably practicable after receiving or becoming aware of a Complaint made in accordance with this Constitution, ensure that the Complaint is investigated and determined.

24.2 The Committee will deal with Disputes under this Constitution in a fair, efficient, and effective manner.

25 The Association May Refer Complaint

25.1 Despite Rule 55.1 the Committee may refer a Complaint to:

25.1.1 a complaints sub-committee, the Board of Marching NZ or an external person to investigate and report; or

25.1.2 a complaints sub-committee, arbitral tribunal or an external person to investigate and make a decision.

25.2 The Association may, with the consent of all parties to a Complaint, refer the Complaint to any type of consensual dispute resolution.

25.3 The Association may recommend to the Marching NZ Board, the withdrawal, suspension, or termination of Membership of any person or team.

26 The Association May Decide Not to Proceed Further with Complaint

26.1 Despite Rule 55.1, the Committee may decide not to proceed further with a Complaint if:

26.1.1 the Complaint is trivial;

26.1.2 the Complaint does not appear to disclose or involve any allegation of the following kind:

- (a) that a Member or an Officer has engaged in material misconduct;
- (b) that a Member or an Officer, or the Association has materially breached, or is likely to materially breach, a duty under this Constitution or the Act; or
- (c) that a Member's rights or interests or Members' rights or interests generally have been materially damaged.

26.1.3 the Complaint appears to be without foundation or there is no apparent evidence to support it;

26.1.4 the person who made the Complaint has an insignificant interest in the matter;

26.1.5 the conduct, incident, event or issue giving rise to the Complaint has already been investigated and dealt with under the Constitution; or

26.1.6 there has been an undue delay in making the Complaint.

27 Decision-makers

27.1 The Committee or any such complaints sub-committee or person considering and determining a Complaint in accordance with this Constitution is referred to in this Constitution as the "decision-maker". A person may not act as the decision-maker in relation to a Complaint if two (2) or more Committee Members or any complaints sub-committee consider that there are reasonable grounds to believe that the person may not be impartial or able to consider the matter without a pre-determined view.

28 Resolving Disputes

28.1 The decision-maker may:

28.1.1 order the complainant (if a Member or Association Committee) or the Member or Association Committee complained against, to meet any of reasonable costs in dealing with a Complaint; and

28.1.2 make such directions as the decision-maker thinks appropriate, including upholding a Complaint; and

- (a) reprimanding or admonishing the Member; and/or
- (b) suspending the Member from Membership for a specified period; or
- (c) terminating the Member's Membership.

28.2 Any Member aggrieved by a decision in relation to a Complaint dealt with under the dispute resolution provisions of this Constitution (other than any decision in relation to a membership application or the withdrawal, suspension, or termination of Membership which must be dealt with under the terms of Rule 60 of Marching NZ's constitution) may, within two months' of the decision being arrived at in respect of the Complaint, lodge with the Executive Officer of Marching NZ, written notice of intention to appeal the decision of the Association Committee to the Board of Marching NZ, together with written details in support of the appeal.

29 No Financial Gain

29.1 The Association shall not be carried on for the financial gain of any of its Members, provided that:

29.1.1 a Member may receive fees in accordance with Rule 17; and

29.1.2 a Member may receive reimbursement for reasonable expenses legitimately incurred on behalf of the Association while pursuing the Association's Purposes;

29.1.3 a Member may receive incidental benefits (such as trophies, prizes, or discounts on products or services) in accordance with the Purposes of the Association; and

29.1.4 a Member may charge and receive all usual professional, trade, or other charges for work done by their business in connection with the Association, including acts which a Member could have done personally.

29.2 The Association will otherwise comply with the provisions of section 24 of the Act.

30 Association Amalgamation

30.1 The Association may be amalgamated in accordance with the Act.

31 Association Wind up

31.1 The Association may be wound up if:

31.1.1 it has achieved its purpose and can no longer proceed with its purposes; or

31.1.2 cannot pay its debts; or

31.1.3 has ceased to operate.

31.2 The Association may wind up:

31.2.1 at an Annual Meeting by way of special resolution through a notice of motion submitted by the Association Committee, or at a Special Meeting, that passes a resolution to liquidate the Association and appoint a Liquidator, by a two-thirds majority of Members of that Association; or

31.2.2 at a Special Meeting subsequently convened for the purpose and held not later than thirty (30) days after the Association Annual or Special Meeting at which such resolution was passed, confirmed by a two-thirds majority of Association Members that the Association shall be wound up.

31.3 Surplus Property and Funds:

31.3.1 If upon wind up, liquidation, or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid or distributed among the Members of the Association but shall be forwarded to the Board of Marching NZ for the purposes of promoting the Sport or, if Marching NZ no longer exists, to another Not-for-Profit entity with similar charitable purposes.

32 General

32.1 The Association shall be incorporated under the Incorporated Societies Act 2022.

32.2 The Association may draft or amend policies and or Bylaws for the governance of the Association.

- 32.3 Failure to follow the provisions of this Constitution and the Act may lead to termination of an Association's Membership and non-complying Associations will no longer be associated with Marching NZ. This Constitution is not intended to be an exhaustive list of the obligations of Associations under the Act, and each Association must ensure that their constitution complies with the Act.

33 Amendments

- 33.1 Subject to the provisions of Rule 12 of the constitution of Marching NZ, the Association may amend or replace this Association Constitution at a General Meeting by a resolution passed by at least two-thirds of Eligible Members present and voting at General Meeting.
- 33.2 Notice of a resolution to amend the Association Constitution shall be circulated to Members of the Association and the Board of Marching NZ not less than thirty (30) days prior to the Meeting at which the resolution by way of notice of motion will be considered.
- 33.3 Any proposed motion to amend or replace this Constitution shall be:
- 33.3.1 given by the Committee; or
 - 33.3.2 in the case of an Annual Meeting, put forward as Notice of Motion; or
 - 33.3.3 in the case of a Special General Meeting, put forward in accordance with the provisions for Special General Meetings in this Constitution.
- 33.4 When an amendment to the Constitution is approved by a General Meeting it shall be notified to the Board and to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

34 Patron

- 34.1 The Committee may appoint a Patron.
- 34.2 Any Patron appointed by the Committee shall have the role and responsibilities as may be designated to them by the Committee and agreed to by them from time to time.

35 Association Definitions

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

Act means the Incorporated Societies Act 1908, or any Act which replaces the Act (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

Annual Meeting means the annual general meeting of the Association that must be called in accordance with this Constitution.

Balance Date means the Association's balance date being 30 April or as amended by the Committee from time to time.

Board means Marching NZ's governing body being a committee elected and appointed in accordance with the Marching NZ constitution.

Committee Member means the members of the Committee of the Association from time to time.

Bylaw means any Policies and the Rules of Participation, (excluding the Policy and Operations Manual (Technical) for the conduct and control of Marching NZ's activities and the conduct of Members, provided that no such bylaws shall be inconsistent with the Constitution, the Act, regulations made under the Act or any other legislation.

Committee means the Association's governing body elected and appointed in accordance with this Constitution, being a committee for the purposes of the Act.

Complaint has the meaning given to it in section 38 of the Incorporated Societies Act 2022.

Constitution means this document as amended or replaced from time to time.

Dispute has the meaning given to it in section 38 of the Incorporated Societies Act 2022.

General Meeting means either an Annual Meeting or a Special General Meeting.

Interested Officer means an Officer who is interested in a Matter for any of the reasons set out in section 62 of the Act.

Matter means the Association's performance of its activities or exercise of its powers pursuant to this Constitution, including any arrangement, agreement, or contract made or entered into, or proposed to be entered into, by the Association.

Marching NZ means Marching New Zealand Incorporated.

Member means an individual, company, or organisation admitted as a member of the Association and of Marching NZ in accordance with this Constitution, and **Membership** shall have a corresponding meaning.

Membership Fees means any subscription, levies, or other fees payable by Members in respect of their Membership of the Association.

Not-For-Profit Entity has the meaning given to that term in section 5(3) of the Incorporated Societies Act 2022.

Notice means any notice given by post, courier or email or any additional transmission method approved by the Committee and for clarity includes transmission of a link to a Notice.

Officer means a Committee Member and any natural person occupying a position in the Association that allows the person to exercise significant influence over the management or administration of the Association.

Patron means a patron appointed in accordance with the provisions of this Constitution.

President means the President of the Association elected in accordance with this Constitution.

Purposes means the purposes of the Association as set out in Rule 2.

Interests Register means the register of interests of Officers, kept under this Constitution as required by s 73 of the Act.

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

Registered Office means the registered office of the Association described in the New Zealand Register of Incorporated Societies, as updated from time to time.

Registrar means the Registrar of Incorporated Societies appointed in accordance with the Act.

Rules of Participation means the rules of participation of Marching NZ adopted in accordance with the constitution of Marching NZ and amended from time to time, which are for the purposes of the Act a Bylaw.

Scrutineer means a person approved to oversee ballot processes to ensure the outcome declared is accurate.

Secretary means a secretary of the Association appointed in accordance with this Constitution.

Special General Meeting means a meeting of the Association Members, other than an Annual Meeting, called for a specific purpose or purposes










Document - Constitution

Final Audit Report

2025-07-02

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