



NEW ZEALAND CHEERLEADING ASSOCIATION

CONSTITUTION

MARCH 2026

REPLACE PREVIOUS RULES

- 1.1 This Constitution **rescinds and replaces** all previous constitutions of the New Zealand Cheerleading Association Incorporated and takes effect from the date it is registered under the Incorporated Societies Act 2022.

2. NAME

- 2.1 This organisation shall be called the New Zealand Cheerleading Association Incorporated ("NZCA").

3. DEFINITIONS

- 3.1 **Cheer, Cheerleading, Performance Cheer** means the sport of cheer.
- 3.2 **Cheer Community** means all those individuals, groups, and organisations that have an association with or interest in Cheer.
- 3.3 **Constitution** means this constitution and any bylaws, regulations, rules or other enactments made pursuant to it.
- 3.4 **ICU** means the International Cheer Union, a non-profit corporation organised on 31 May 2007 under the laws of the State of Texas, in the United States of America.
- 3.5 **International Athletic Competition** means athletic competition between one or more athletes representing New Zealand and, one or more athletes representing any other country, which is also a member of the ICU.
- 3.6 **Individual Member** means an individual who is a member of NZCA by reason of his membership as a Club Member. Individual Members shall include (but not necessarily be limited to) cheerleaders, coaches, officials, administrators, delegates, and officers. Individuals who would otherwise be Individual Members but whose details have not been disclosed to NZCA shall not be Individual Members.
- 3.7 **IOC** means the International Olympic Committee.
- 3.8 **Member** shall mean a registered member of NZCA.
- 3.9 **NZOC** means the New Zealand Olympic Committee, the respective Olympic body that controls the Olympic program within New Zealand.
- 3.10 **Regulation** means a Regulation made by the Board pursuant to this Constitution.
- 3.11 **Simple Majority Resolution** means more than fifty per cent of eligible votes.
- 3.12 **Special Majority Resolution** means more than two thirds of eligible votes.
- 3.13 **Sport NZ** means Sport and Recreation New Zealand or its successor organisation.

4. INTERPRETATION

- 4.1 In the construction and interpretation of this Constitution, unless the context otherwise requires:
- (a) the introduction, headings and marginal notes do not affect the interpretation of this Constitution;
 - (b) words importing one gender include other genders and a singular includes the plural and vice versa;
 - (c) a reference to a clause or schedule is a reference to a clause or schedule of this Constitution;
 - (d) a reference to a "**month**" means calendar month;
 - (e) references to "**written**" and in "**in writing**" includes any means of permanent visual representation.

5. PURPOSE AND OBJECTS OF ASSOCIATION

The purpose of the NZCA is to act as the National Governing Body for Cheer in New Zealand, to be recognized as such by Sport NZ and to act as the New Zealand member of the ICU. The objects of the NZCA are as follows:

- 5.1 The governance, management, development, enhancement, delivery and promotion of Cheer in New Zealand.
- 5.2 The establishment and maintenance throughout New Zealand of a uniform code of rules and regulations to govern the sport of Cheerleading. To communicate and distribute to Athletes, coaches, trainers, managers, administrators, and officials in a timely manner the applicable rules and any changes to such rules of the NZCA, the NZOC, ICU, and IOC.
- 5.3 The maintenance and fostering of the ideals and aims of the sport.
- 5.4 The development of coaches, judges, officials and other personnel involved in Cheerleading.
- 5.5 Sanction International and National Cheer Competitions, in accordance with the provisions of this Constitution, and coordinate Athlete participation in such Competition.
- 5.6 Provide equitable support and encouragement for participation by men and women in Cheer.
- 5.7 Encourage and support athletic programs in Cheer for disabled individuals and the participation of individuals with disabilities in amateur athletic activity, including, where feasible, the expansion of opportunities for meaningful participation by individuals with disabilities in programs of Athletic Competition for able-bodied individuals.
- 5.8 Provide and coordinate technical information on physical training, equipment design, coaching, and performance analysis in Cheer.
- 5.9 Encourage and support research, development, and dissemination of information in the areas of sports medicine and sports safety in Cheer.
- 5.10 Follow and support the programs that are endorsed by the IOC and the NZOC pursuant to the rules and regulations of WADA and in particular adopt The Board of Drug Free Sport New Zealand, Sports Anti-Doping Rules and any amendments that may be made from time to time.

6. POWERS AND OBLIGATIONS OF NZCA

- 6.1 To represent New Zealand in the ICU.
- 6.2 To comply with the rules of the ICU, IOC, NZOC and Sport NZ.
- 6.3 To serve as the coordinating body for the athletic activity of Cheer in New Zealand.
- 6.4 To promote athlete opportunities for international athletic activities and sanction International Athletic Competition held in New Zealand and sanction the sponsorship of International Cheer Competition held outside New Zealand, in accordance with the provisions of this Constitution.
- 6.5 To deal with other approved representative bodies in the best interests of sport generally and in particular the sport of Cheer.
- 6.6 Conduct and/or sanction Cheer Competitions, including national championships, and International Cheer Competition in New Zealand.
- 6.7 If and when appropriate, recommend to the NOC or other governing bodies individuals and teams to represent New Zealand in the Olympic Games, or other such designated international events, with Cheer.
- 6.8 To designate individuals and teams to represent New Zealand in International Competition and certify, in accordance with the rules of ICU, the eligibility of such individuals and teams.
- 6.9 To enforce equitably the due observance of NZCA's rules and to hear and adjudicate upon disputes and difficulties which arise.
- 6.10 To deal with any misconduct to or within the sport over which NZCA has jurisdiction.
- 6.11 To suspend, disqualify or otherwise cause to be dealt with, any member or official of NZCA who has committed a breach of the Constitution, or has taken any action considered by NZCA to be unfair, unbecoming, or contrary to the interests or ideals of the sport of Cheer.

- 6.12 To appoint appropriate honorary officials, paid officers or directors of NZCA.
- 6.13 To impose and collect levies, affiliation fees and other authorised charges from Members of NZCA, where applicable.
- 6.14 To apply the income and property of NZCA from where ever it may be derived to the promotion of the objects of NZCA and to invest or loan any monies of NZCA not immediately required for any of its objects in any matter.
- 6.15 To borrow money, whether by way of bank overdraft or otherwise and to appoint guarantors or acquire security.
- 6.16 To exploit its name or logo.
- 6.17 To do any and all other things that are considered conducive to the attainment of all or any of the objects of NZCA.

7. REGISTERED OFFICE

- 7.1 The Registered Office of NZCA shall be situated at such a place as decided by the Board and ratified by the General Assembly.

8. MEMBERSHIP

Membership is open to all persons, clubs, companies and organisations who wish to further the interests of the Association. Membership in the NZCA shall not be restricted in any way and the NZCA shall reasonably assist anyone who wishes to create opportunities for participation in cheer.

- 8.1 Each Member admitted to the Association shall:
 - (a) be bound by the Constitution of the Association.
 - (b) become liable for such fees and subscriptions of the Association.
 - (c) be entitled to all advantages and privileges of membership.
 - (d) support the NZCA in the encouragement and promotion of its Objects.

8.2 Admission of Members

A Member will become a Member, only upon meeting the criteria applicable to the relevant category of membership and provided the Member has signed an application in which the Member undertakes to:

- (a) be bound by this constitution;
- (b) pay the fees and subscriptions determined to apply to the Member;
- (c) recognise the NZCA as the governing body for Cheer in NZ; and
- (d) support the NZCA in the encouragement and promotion of its Objects.

Provided, however, that after the first AGM in which the new NZCA Constitution is instituted, a Special General Meeting (SM) shall be called on the 31 October 2020 whereby the NZCA Voting Members agree to accept all reasonable NZCU Voting Members into the NZCA. During this SM, each newly approved NZCA Voting Member shall be allowed to defer on its Membership Dues (Clause 8.2.b) and any other administrative Voting Member requirements of this Constitution until the end of the subsequent/second NZCA AGM or SM (whichever comes first), these new NZCA members will have the same voting rights as all other Voting Members for the purpose of this SM.

However, new NZCA Voting members must fully comply with the NZCA Membership Dues (Clause 8.2.b) and Voting Member Constitution requirements following the conclusion of the second NZCA AGM or SM and prior to the start of the third NZCA AGM or SM in order to retain their Voting Member status.

Any NZCA Member applications approved in the second or subsequent AGMs and SMs will only gain NZCA Membership rights and privileges only at the conclusion of the respective AGM or SM where membership is granted, and within accordance of the membership requirements of this Constitution.

For the Previous Board Members, Voting Member status will only be retained at the conclusion of the first AGM or SM, should the Previous Board members apply for and be accepted as a NZCA Voting Member, as well as be eligible for Voting Member status within accordance with this Constitution. Following the first AGM or SM, all Previous Board Members accepted as NZCA Members (Voting or Non-Voting) must comply with Clause 8.2 and the entirety of this Constitution.

8.3 Voting Membership

The voting membership ("Voting Members") of NZCA shall consist of Club Members.

8.3.1 Club Member

This membership is open to any club, company, organisation or body that has an active competitive cheer programme in New Zealand. Additional requirements include, at minimum, one full calendar year (360 days) since the Club Member's first participation in a New Zealand cheer competition, and a minimum of 20 athletes within the Club's cheer programme. Each Club Member, regardless of its number of athletes or teams within its programme shall appoint one delegate as his or her representative to meetings. Once admitted a Club Member shall pay the NZCA membership annual fee for NZCA Club Member rights and privileges. A Club Member is entitled to vote, hold any office and enjoy the privileges of the Association. Admission as a Club Member shall be on the approval of the General Assembly.

8.4 Non-Voting Membership Categories

8.4.1 Associate Member

This membership is open to any club, company, organisation or body that has an active competitive cheer programme in New Zealand; or any company, organisation or body that actively hosts/administers a Cheer Competition event for competitive cheer programmes in New Zealand but does not wish to be a financial member and/or who may not yet be eligible for Club, School or Event Producer Membership. An Associate Member is entitled to attend meetings of the General Assembly but are not eligible to debate or vote. Admission as an Associate Member shall be on the approval of the Board by simple majority with ratification by the General Assembly.

8.4.2 General Member

This membership is open to any person, club, company, organisation or body that is a provider or supporter to the Cheer industry, including but not limited to Event Producers, Judges, Apparel Suppliers. General Members are permitted to attend any General Meeting on written application to the NZCA, but are not entitled to debate or vote. Admission as a General Member shall be on the approval of the Board by simple majority with ratification by the General Assembly.

8.4.3 Participant Member

An individual that is recognised by, and registered with, any Club Member will automatically become a Participant Member of the NZCA and is subject to the provisions of this Constitution. A Participant Member is permitted to attend any General Meeting on written application to the NZCA, endorsed by their Club Member, but is not entitled to debate or vote.

8.5 Ceasing to be a Member

A Member ceases to be a Member of the Association on:

- (a) resignation;
- (b) death;
- (c) the termination of their membership according to this Constitution;
- (d) if a club, company, organization, body or registered society, being dissolved or otherwise ceasing to exist.

8.6 No Claim Against NZCA

No Member whose membership ceases has any claim against the NZCA, Members, Board, officers, employees, and/or associated individuals, groups, organisations for damages or otherwise arising from cessation or termination of membership.

8.7 Limited Liability Members

Members have no liability in that capacity.

8.8 Non-Assignability

Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.

8.9 Suspension of Membership

Membership, may be temporarily suspended by the General Assembly, or by unanimous vote of the Board, for any of the following reasons: repeated non-payment of dues, non-compliance of the Constitution, disregard for IOC policies, unethical conduct of business or business dealings, the unfair treatment of Athletes, or conduct unbecoming to the sport of Cheer. Such temporary suspension shall be automatically lifted at the conclusion of the next regular meeting of the General Assembly, unless otherwise determined by the General Assembly.

8.10 Termination of Membership

Membership of a Member may be terminated upon a three-quarters (3/4) vote of the General Assembly, for any of the following reasons: repeated non-payment of dues, non-compliance of the Constitution, disregard for IOC policies, unethical conduct of business or business dealings, the unfair treatment of Athletes, or conduct unbecoming to the sport of Cheer.

8.11 Member Subscriptions

The Board will determine from time to time the amount (if any) payable by an applicant for membership and the amount (if any) of the annual subscription payable by each Member and the due dates for payment with the approval of the General Assembly. Each Member must pay the NZCA the amounts determined according to this clause.

8.12 Non Payment Of Subscriptions

Any Member falling into financial arrears with the NZCA may have their membership suspended by the Board, per clause 8.9, until acceptable arrangements have been made to meet the arrears. Whilst a Member is in arrears, its delegates shall not be entitled to vote at any meetings.

9. MISCONDUCT AND DISPUTES

9.1 Jurisdiction

All Members will be subject to, and must submit to, the jurisdiction, procedures, penalties and appeal mechanisms of the NZCA as may be set out in the Constitution.

9.2 Sanctions for Discipline of Members

Any misconduct or alleged breach of the rules of the Constitution shall be dealt with by the Board adopting such procedure and imposing such sanctions as prescribed herein, subject to the approval of the General Assembly for any Member that has:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution,; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the NZCA and/or Cheer; or
- (c) brought the NZCA or Cheer into disrepute shall be liable to the sanctions set out in this Constitution or any applicable By-law, including termination of Membership.

9.4 Provisional Measures

During investigatory or disciplinary proceedings under this clause, a respondent may not participate in Cheer, pending the determination of such proceedings (including any available appeal) unless the Board, subject to the approval of the General Assembly, decide continued participation is appropriate having regard to the matter at hand.

10. INDIVIDUAL MEMBERS NOT TO DERIVE PECUNIARY PROFIT

10.1 No Individual Member or person associated with an Individual Member shall derive an income, benefit or advantage from NZCA where they can materially influence the payment of the income, benefit or advantage save where that income, benefit or advantage is derived from:

- (a) Professional services to NZCA rendered in the course of business including the payment of salaries and wages charged at no greater rate than current market rates;
- (b) Interest on money lent at no greater rates than current market rates.

10.2 In cases where clause 10.1 may apply, the Individual Member or associated person shall, if applicable, declare their interest and in any event shall not participate in any way in any decision or resolution concerning the matter.

11. MEETINGS OF THE GENERAL ASSEMBLY

11.1 Authority

The General Assembly shall consist of Club Members as set out in clause 8. The General Assembly is the highest authority of the NZCA, and shall manage and supervise the affairs of the NZCA, including

overseeing the actions of the Board. The General Assembly shall have the authority to take any lawful act and shall have the exclusive authority to make all decisions.

11.2 Voting

Only paid-up Voting Members are entitled to vote at General Meetings of the NZCA. At all General Meetings of NZCA each Voting Member may send one delegate, within accordance of Clause 8, who must be the approved delegate by the Club Member they are representing and must be over 18 years of age.

11.3 Annual General Meeting (AGM)

- (a) Shall be held, at minimum, annual (one time a year) at a time and place determined by the Board and subject to approval by the Annual General Assembly.
- (b) The Board shall give Voting Members a minimum of one calendar month notice of the date and venue fixed for the AGM.
- (c) The business of the AGM shall be to:
 - (i) Ratify the location of the NZCA's principal office (Clause 7.1)
 - (ii) Admit NZCA members (Clause 8);
 - (iii) Establish membership dues (Clause 8.12);
 - (iv) Approve special fees and assessments;
 - (v) Approve the suspension of NZCA members (Clause 8.9);
 - (vi) Terminate the membership of NZCA members (Clause 8.10);
 - (vii) Elect Board Members (Clause 12.2);
 - (viii) Remove Board Members (Clause 12.4);
 - (ix) Approve the minutes of the previous AGM (Clause 11.9);
 - (x) Provide a forum for discussion of topics concerning Cheer (Clause 5 & 6);
 - (xi) Approve the NZCA accounts, balance sheet and budget (Clause 16);
 - (xii) Approve NZCA depositary(ies) (Clause 16);
 - (xiii) Elect officers (Clause 14);
 - (xiv) Approve Grievance Procedure (Clause 5 & 6);
 - (xv) Amend the NZCA Constitution (Clause 20).

11.4 Special General Meeting (SM)

- (a) A Special General Meeting may be convened by the request of the Board or by any Voting Member with a written petition signed by at least two thirds of the Voting Membership. Applications must be in writing to the Board and set out the business to be transacted.
- (b) The business of a Special General Meeting shall be only such business of which due notice has been given in accordance with sub-clause (a) above.

11.5 Notice of Meetings

- (a) Notice convening an AGM or SGM of NZCA shall be issued by the Board giving 14 clear days notice in writing to each Voting Member at their last known email address and shall include the agenda, and any other relevant details that require prior consideration by the Voting Members.
- (b) Failure to give the required notice or circulate relevant details or the non-receipt of the required notice or details shall not invalidate the meeting.

11.6 Quorum

The quorum for meetings shall be the representation of at least 50% of the paid-up Voting Members. If, after thirty minutes from the appointed starting time, a quorum is not present, the meeting shall adjourn and shall reconvene after 7 days and before 14 days have expired, with the quorum at the reconvened meeting to be those Voting Members present.

11.7 Chairperson

Meetings will be chaired by the President or his or her nominee.

11.8 Questions Decided by Majority

A resolution is carried if a simple majority of the votes cast on the resolution is in favour of it. Where an equal number of votes are cast in favour of and against the resolution, the Chairperson will have the determining vote.

11.9 Minutes

Minutes of meetings will be distributed within 60 days to each Voting Member and shall be approved by the General Assembly at the start of the subsequent AGM or SM.

11.10 Electronic Voting

Voting by electronic communication at General Meetings may be permitted from time to time in such instances as the Board may determine subject to approval of the General Assembly.

11.11 Resolutions not in General Meeting

If all Voting Members entitled to vote sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the NZCA held at the time on which the document was signed by the last Voting Member entitled to vote. For the purposes of this clause, 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more Voting Members entitled to vote are deemed together to constitute one document containing a statement in those terms signed by those Voting Members on the respective days on which they signed the separate documents; and a facsimile transmission or other form of visible or other electronic communication purported to be signed by a Voting Member for the purpose of this clause is deemed to be a document in writing signed by that Voting Club Member.

12. BOARD OF DIRECTORS

12.1 General Powers

The Board of Directors ("Board") shall have those powers that are not attributed by the law or this Constitution to the General Assembly or another body of the NZCA. Actions taken by the Board or officers pursuant to the Constitution shall constitute the acts of the NZCA and have full binding effect.

12.2 Number, Election, Tenure, and Qualification

12.2.1 Number: The Board shall consist of seven (7) persons.

12.2.2 **Election:** The Board shall be elected by the General Assembly as follows every Quadrennium at the regular annual meeting of the General Assembly:

- (a) Three (3) Regional North Island Club Board members to be chosen from the recommendations of NZCA Club Members located on the North Island.
- (b) One (1) Regional South Island Club Board Member to be chosen from the recommendation of NZCA Club Members located on the South Island.
- (c) One (1) At-Large Event Producer Board Member shall be recommended by the outgoing Board. If the General Assembly does not elect an individual recommended by the Board, the Board shall recommend an additional individual for election, and this process shall be repeated until the General Assembly elects an individual recommended by the Board.
- (d) One (1) At-Large Technical Board Member shall be recommended by the outgoing Board. If the General Assembly does not elect an individual recommended by the Board, the Board shall recommend an additional individual for election, and this process shall be repeated until the General Assembly elects an individual recommended by the Board.
- (e) One (1) At-Large Athlete Board Member shall be recommended by the outgoing Board. If the General Assembly does not elect an individual recommended by the Board, the Board shall recommend an additional individual for election, and this process shall be repeated until the General Assembly elects an individual recommended by the Board.

12.2.3 **Term:** Each Board Member shall serve for a term of four (4) years and shall have no limitation to the number of additional terms that he or she may serve. The terms of one-half (1/2) of the Board shall expire every two (2) years. A Board Member shall hold office until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal.

Provided, however, that beginning in the Quadrennium in which the new NZCA Constitution is instituted, the Board is first elected as set forth in this Section 12.2, one-half (1/2) of the Board Members shall hold office for a term of two (2) years; After the completion of these initial terms, each Board Member shall serve for a term of four (4) years. Furthermore, provided, that at the first AGM in which the new NZCA Constitution is instituted the following board member positions are kept open until voting can occur at the transitional Special General Meeting being held on 31 October 2020. The Board positions open for voting will be one (1) Regional North Island Club Board Member; one (1) At Large Technical Board Member; one (1) At Large Athlete Board Member.

12.3 **Vacancies**

If a vacancy occurs on the Board, it shall be filled by the same manner in which that Board Member was elected prior to the occurrence of such vacancy, and the person elected to fill the vacancy shall serve for the remaining unexpired portion of the term in question, or until his or her earlier death, resignation, or removal.

12.4 **Removal**

A Board Member may be removed by the General Assembly. Any vacancy due to removal shall be filled pursuant to Section 12.3.

12.5 **Ex-Officio and Non-Voting Advisory Board Members**

The Board may designate any number of persons as ex-officio or advisory Board Members, and each such category or classification shall have such rights and privileges as the Board may determine; provided however, that no ex officio or advisory Board Member shall have the right to vote and that the number of ex officio or advisory Board Members shall be less than the number of elected Board Members.

12.5 Meetings

The Board shall meet at least annually. At least ten (10) days written notice must be provided prior to the annual meeting of the Board by the President, Secretary General, or Board Member(s) who called the meeting. The Board may provide by resolution the time and place for the holding of additional regular meetings without notice other than such resolution. The Board shall review any interim action taken by the the Board or officers on behalf of the Board at each meeting of the Board.

12.6 Special Meetings

Special meetings of the Board may be called by the President, individually, or by either the President or the Secretary General at the request of the Board. Notice of any special meeting of the Board shall be provided at least ten (10) days prior to the meeting.

12.7 Action by Consent

Any action which may be taken at a meeting of a governing body (other than the General Assembly) may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by a majority (or such greater proportion of such governing body as provided in this Constitution) of the members of such governing body. Provided however, that prompt notice (as set forth in this Article) of any such action shall be provided to the members of such governing body who did not sign such consent.

12.8 Compensation

Board Members shall serve without compensation, and no member of the Board shall receive any pecuniary benefit from the NZCA in his or her capacity as a member of the Board except reimbursement for actual expenses incurred in connection with the business of the NZCA, to the extent such expenses are determined to be reasonable by the Board.

12.9 Powers

No Board Member, officer (other than the President, as set forth below in this Section), or employee of the NZCA shall have the power to incur any indebtedness on behalf of the NZCA in excess of Five Hundred Dollars (\$500.00) unless he or she has obtained advance authorization to do so by the Board. The President shall have the power to incur indebtedness on behalf of the NZCA in excess of Five Hundred Dollars (\$500.00) for any one transaction, but shall not have the power to incur indebtedness on behalf of the NZCA in excess of One Hundred Thousand Dollars (\$100,000.00) for any one transaction unless he or she has obtained advance authorization to do so by the Board.

13. OFFICERS

13.1 Officers

The officers of the NZCA shall be a President, Vice President, a Secretary General, Treasurer and such other officers as shall be recommended by the Board and elected by the General Assembly. The President and Vice Presidents shall be elected from members of the Board; no such requirement shall apply for any officer other than the President and Vice Presidents. No Board Member may serve in more than one (1) elected capacity as an officer.

13.2 Officers Duties

Officers shall have specific responsibilities, obligations, and duties associated with their positions. Their titles, duties, obligations, and other responsibilities, will include, without limitation, the following:

13.3.1 President

The President shall preside at all meetings of the General Assembly and the Board and shall be the principal executive officer of the NZCA. The President shall have the responsibility to supervise and manage the organization's business and conduct such business as deemed necessary and appropriate when the Board and General Assembly are not in session. He/she may sign, with the Treasurer, Secretary General, or any other proper officer of the NZCA authorized by the Board or General Assembly, any deeds, mortgages, bonds, contracts, or other instruments which such governing body has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the General Assembly or by this Constitution or by law to some other officer or agent of the NZCA; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board or General Assembly from time to time.

13.3.2 Vice President

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President, the Board or General Assembly.

13.3.3 Secretary General

The Secretary General shall keep the minutes of the meetings of the General Assembly and the Board in one (1) or more books provided for that purpose; supervise the distribution of the minutes and any reports; give all notices in accordance with the provisions of the Constitution or as required by law; be custodian of the corporate records; and, in general, perform all duties incident to the office of Secretary General and such other duties as from time to time may be assigned by the President, the Board, or General Assembly.

13.3.4 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the NZCA; receive and give receipts for moneys due and payable to the NZCA from any source whatsoever, and deposit all such moneys in the name of the NZCA in such

banks, trust companies, or other depositories as shall be selected; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President, the Board or General Assembly. The Treasurer shall make a written report of the finances of the NZCA at each regular meeting of the General Assembly, and at such other time(s) as shall be required.

13.4 Term

Officers and Directors will remain in Term for four (4) years. There shall be no limitation to the number of additional terms that he or she may serve.

13.5 Election

Election of officers shall be held every four years at the annual general meeting of the General Assembly. The outgoing Board shall recommend officers for election by the General Assembly. If the General Assembly does not elect an individual recommended by the Board, the Board shall recommend an additional individual for election, and this process shall be repeated until the General Assembly elects an individual recommended by the Board. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her earlier death, resignation, or removal.

13.6 Alternate Year Election

For governance consistency purposes board elections will be staggered on alternate years. With elections for Vice President and Treasurer being on odd years and the President and Secretary officer elections taking place on even years.

14 EXECUTIVE COMMITTEE

14.1 Composition

The Executive Committee ("Executive") will consist of the following members:

- (a) President;
- (b) Immediate Past President of the NZCA;
- (c) Vice President;
- (d) Secretary General; and
- (e) Treasurer.

The President, at his or her discretion and with the approval of the Board, may also add other individuals as non-voting members that are necessary and needed to support the work of the NZCA. A member of the Executive serving by virtue of his or her role as an officer of the NZCA shall cease to act as an Executive Committee member at any time he or she ceases to hold such office. A member of the Executive who is appointed by the President will cease to act as an Executive Committee member at the time prescribed in the President's appointment (if any). In addition, a member of the Executive who is appointed by the President may be removed for cause at the discretion of the Board or General Assembly.

14.2 Chair

The Board shall be chaired by the President.

14.3 Size

The Executive shall not increase or decrease in size due to the election of additional officers, or due to the removal of any officer. Any increase or decrease in the size of the Executive shall be by the General Assembly.

14.4 Actions

The Executive shall review and conduct all organization business between the meetings of the Board. The Executive shall, subject to the establishment of policies and operating principles by the Board, (i) act on behalf of the Board between meetings (except for those actions specifically delegated to the Board herein), and (ii) carry out the day-to-day affairs of the NZCA.

14.5 Meetings of the Executive

There shall be at least one (1) annual meeting of the Executive, which may take place during the meeting of the General Assembly in those years in which the General Assembly meets. A regular annual meeting of the Executive shall be held without notice other than this Constitution. The Executive may provide by resolution the time and place for the holding of additional regular meetings without notice other than such resolution.

14.6 Special Meetings

The President has the right to call a special meeting of the Executive with the approval of the Executive by a two-thirds (2/3) vote. Notice of any special meeting of the Executive shall be provided at least ten (10) days prior to such meeting.

15 ADDITIONAL PROCEDURES REGARDING ACTIONS AND MEETINGS OF GOVERNING BODIES

15.1 Quorum

A majority of the voting members of a governing body must be present at a meeting to constitute a quorum of such governing body, but if less than a majority is present, a majority of such members present at such meeting may adjourn the meeting without further notice.

15.2 Manner of Acting

Except as otherwise provided in this Constitution, in the exercise of any of the powers herein given to a governing body, the act of a majority of the voting members of the governing body present at a meeting at which a quorum is present shall be the act of such governing body, and all actions of such governing body shall be taken either by resolution at a meeting or by written record without a meeting.

15.3 Action by Consent

Any action which may be taken at a meeting of a governing body (other than the General Assembly) may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by a majority (or such greater proportion of such governing body as provided in this Constitution) of the members of such governing body. Provided however, that prompt notice (as set forth in this

Article) of any such action shall be provided to the members of such governing body who did not sign such consent.

15.4 **Proxy**

A member of a governing body who is not present at a meeting may authorize, by a written signed instrument which shall be submitted to the Secretary General prior to any vote, another member of such governing body to vote on his or her behalf. Such authorization shall only be valid for one (1) meeting, and a new authorization must be signed for each subsequent meeting and shall be retained by the Secretary General with the meeting minutes. No member of a governing body may vote by proxy at a meeting other than as set forth above in this Section. Provided, however, that if the urgency of the case requires such action, the Executive (or, in the case of a meeting of the Executive, the President) may authorize an alternate proxy procedure in its discretion.

15.5 **Meetings**

15.5.1 General Assembly: Members of the General Assembly may participate in meetings either in person or by means of electronic communication, including videoconference or similar technology, provided that all participants are able to hear and be heard clearly. Participation by such means shall constitute presence in person for the purposes of quorum and voting. Electronic voting systems are acceptable, unless members of the General Assembly holding one-half (1/2) of the voting power reject such a method.

15.5.2 Other Governing Bodies: Members of a governing body, other than the General Assembly, may participate in a meeting of such governing body by means of conference telephone, videoconference, or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting for purposes of a quorum and voting. Such governing body shall have the power to transact its business (including voting) by mail, electronic mail, telephone, facsimile, or any combination of these methods, if in the judgment of the Executive (or, in the case of business of the Executive, the President), the urgency of the case requires such action; but if members of such governing body holding one-half(1/2) of the voting power of the governing body indicate their unwillingness to decide such a matter in such manner, the President must call a meeting of the Board or obtain a resolution of the Board to determine the question at issue.

15.6 **Notice**

15.6.1 Manner

Whenever any notice is required to be given by law or under the provisions of the Certificate of Formation or the Constitution of NZCA, it shall include the agenda of the meeting and be by written notice delivered personally or sent by mail, electronic mail, or facsimile to each member of the relevant governing body at his or her address as shown by the records of NZCA. If mailed, such notice shall be deemed to be delivered when deposited in the New Zealand mail so addressed with postage thereon prepaid. If notice be given by electronic mail or facsimile, notice shall be deemed to be delivered upon confirmation of receipt. Any member of the relevant governing body may waive notice of any meeting in writing. All such written waivers shall be filed with the minutes of such meeting. The attendance of a member of the relevant governing body at any meeting shall constitute a waiver of notice of such meeting, except where a member of the relevant governing body attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or

convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the relevant governing body need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by this Constitution.

15.6.2 Waiver

Whenever any notice is required to be given by law or under the provisions of this Constitution, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

15.7 Majority Vote

Except as otherwise provided in this Constitution, voting within the NZCA must take place in such a way that the elections and decisions are made by a majority (more than 50 percent) of the votes cast. If there are more than two choices being voted upon, the final action will require a simple majority of the votes. If, after the votes are recorded, no one choice has received a majority of the votes cast, the choice that attained the least amount of votes (fewest votes) will be eliminated and will not move into the next round of votes. The vote will be repeated for those choices remaining. This will be repeated until a choice receives a majority of the votes cast. If the least amount of votes is attained by two or more choices (i.e., a "tie") there will be a vote that will only include those choices. After that vote, the choice with the fewest votes will be eliminated. If the procedure set forth in this Section fails to result in a choice receiving a majority of the votes cast, the Board shall determine an alternate procedure by which the vote shall be held (or, in the case of Board votes, the President shall make this determination).

15.8 Communication Procedures

The NZCA shall use reasonable means to communicate and disseminate information among the members of a governing body. Communication via electronic mail and electronically may be normal and considered an acceptable method and manner to deliver information to the members of a governing body.

16. FINANCE

16.1 Financial Year: The financial year of NZCA begins on 1 April of every year and ends on 31 March of the next year.

16.2 Accounts

- (a) All monies received by the NZCA will be deposited in such bank accounts determined by the board.
- (b) Any cheques, drafts or other negotiable instruments shall be signed and counter-signed on behalf of NZCA by a minimum of two of three signatories (or a minimum of 2/3 of the Board appointed signatories should their number be greater than three persons) appointed by the Board..
- (c) Any endorsement of any cheques, drafts or other negotiable instruments that may be required shall be endorsed on behalf of NZCA by signatories, in accordance with the signatory requirement of Section 16.2(a), appointed by the Board.

16.3 Transactions: NZCA, by a special majority resolution at a General Meeting, Special General Meeting or an electronic ballot of Voting Members, the Board may:

- (a) Purchase, lease or exchange, hire or otherwise acquire any real or personal property or any rights and privileges in connection therewith and hold, improve, manage, develop, let or lease, sell, exchange or otherwise dispose of any such property, rights and privileges.
- (b) Construct, build, alter, improve, enlarge, pull down, remove, or replace any buildings or other improvements which may be in, upon and about any of the real or leasehold property of NZCA.
- (c) The Board may not borrow money and/or use the assets of the NZCA as security without the prior approval of the General Assembly, Special General Meeting or an electronic ballot of Voting Members.

16.4 **Audit:** The Board shall appoint an independent auditor, to be approved by the General Assembly, to annually audit the books of accounts for NZCA.

16.5 **Insurance:** The Board shall be empowered to take out any necessary insurance on behalf of NZCA subject to the approval of the General Assembly.

16.6 **Reporting:** At each Annual General Assembly, the Board will provide:

- (a) An annual report of the NZCA's past year's and current year financial activities.
- (b) Proposed budget for the following financial year for approval by the Voting Members.

17. INDEMNITY

17.1 The Board, Members, officials and employees of the NZCA shall be indemnified by the NZCA against all disbursements, expenses, liabilities and losses incurred by them or in or about the discharge of their duties except such as happens from their own wilful act, neglect or default.

18. COMMON SEAL – Deleted clause.

19. IRREGULARITY OF PROCEDURE

19.1 In case any irregularity shall occur in the convening or holding of any GM or in any election or other proceeding of such a meeting which is not noted or objected to at the time, all proceedings of such meetings shall be of the same force and validity as if no such irregularity had occurred, but if any irregularity shall be noted and objected to, the meeting shall decide as to its validity and such decision shall be final and conclusive

20. AMENDMENT OR ALTERATION TO CONSTITUTION

20.1 This Constitution or any section of it may be added to altered or rescinded at a NZCA General Meeting or Special Meeting called for the purpose, or by electronic ballot. However, the provision and effect of Clause 10.1 will not be removed from the Constitution and will be included and implied into any subsequent replacement document.

- 20.2 Resolutions to amend the Constitution may be submitted to the NZCA Secretary General by the Board or Voting Members of the NZCA.
- 20.3 The text of the proposals will be circulated to all Voting Members one month prior to a NZCA General Meeting, Special Meeting called for the purpose or by an electronic ballot.
- 20.4 Changes to the Constitution require a special majority (two-thirds majority) of the valid votes cast on each resolution.

21. WINDING UP

- 21.1 In the event of the NZCA being wound up in accordance with section 24 of the Incorporated Societies Act 1908, all assets remaining after the settlement of legitimate claims, will be given to the NZOC to be used for the benefit of Olympic sports.
- 21.2 No addition to the non-profit aims, personal benefit clause or winding up clause will be removed by the NZCA without the approval of Inland Revenue.
- 21.3 The provisions and the effect of this clause will not be removed from the Constitution and will be included and implied into any subsequent replacement documents.

22. MATTERS NOT PROVIDED FOR

- 22.1 The Board may make regulations for the control of and for the good conduct of the NZCA if any matter shall arise which is not or which, in the opinion of the Board, is not provided for or under this Constitution, the same shall be determined by the Board in such manner as it shall deem fit and every such determination shall be binding upon the NZCA unless and until set aside by a resolution of a General Meeting.

23. INLAND REVENUE APPROVAL REQUIRED FOR ALTERATION TO RULES

- 23.1 No addition to or alteration of the aims/objects, payments to members/pecuniary profit (clause 10) clause or the winding-up clause 21 shall be approved without the approval of Inland Revenue. 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.

24. Conflicts of Interest and Interests Register

24.1 Duty to disclose

An Officer must disclose to the Board as soon as practicable any interest they have in a matter being considered, discussed, or decided by the Board. The disclosure must include the nature and extent of the interest.

24.2 Interests Register

The Board must maintain an **Interests Register** recording all disclosed interests and any steps taken to manage those interests.

24.3 Types of interests

For the purposes of this Constitution:

- (a) **Sector Interest** means an interest arising because an Officer is a gym owner, coach, or works in the cheerleading sector and is affected in the same or similar way as other gyms or the wider cheer community;
- (b) **Specific Interest** means an interest where an Officer (or a related person or entity) may receive a

direct or greater benefit than other members, including (without limitation) any payment, contract, supply arrangement, sponsorship, discount, disciplinary matter involving their gym, or any decision that materially advantages one gym over others.

24.4 Sector-wide interests

Where a matter involves a **Sector Interest** shared by most or all Officers, the Board may discuss and decide the matter, provided that:

- (a) the shared nature of the interest is recorded in the minutes; and
- (b) the Board acts in good faith and in the best interests of NZCA; and
- (c) a fair and transparent process is followed.

24.5 Specific interests

Where an Officer has a **Specific Interest** in a matter:

- (a) the Officer must not vote on the matter; and
- (b) the Officer must not be present for the decision-making part of the discussion, unless the Board resolves otherwise for a stated reason that is recorded in the minutes; and
- (c) the Board must ensure the decision is made on an arms-length basis and in NZCA's best interests.

24.6 Related-party benefits

NZCA must not enter into any arrangement that provides a financial or material benefit to an Officer or their related person/entity unless:

- (a) the interest is fully disclosed and recorded; and
- (b) the terms are demonstrably fair and reasonable to NZCA; and
- (c) the decision is approved by the non-interested Officers (if possible), or otherwise by the Affiliate Members at a General Meeting.

24.7 Recording

All disclosures and how they are managed must be recorded in the minutes.

24.8 Breach

Failure to disclose an interest may be treated as misconduct and may be grounds for removal from office.

25. Interests Register

25.1 Interests Register

The Board must keep and maintain an up-to-date **Interests Register** for Officers, recording disclosed interests and any changes to those interests.