



Constitution of the New Zealand Olympic Committee Incorporated

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Section One: Core Provisions

1.	Name	2
2.	Registered Office	2
3.	Definitions and Interpretation	2
4.	Objects	5
5.	Powers	6

Section Two: Members and Others Involved in the NZOC, and Their Roles

6.	Members	8
7.	New Zealand Olympic Committee Order Holders	9
8.	Members Rights and Obligations	10
9.	Suspension/Expulsion	10
10.	Commissions	11
11.	Patron	12
12.	President	12
13.	Honorary President	12
14.	Secretary-General	13
15.	IOC Member	13
16.	The Board	13
16A.	Officers and Contact Person(s)	18

Section Three: Meetings

17.	General Assembly	19
18.	Voting	21
19.	Consultative Forums	22

Section Four: NZOC Property and Other Provisions

20.	Finance	23
21.	Emblem, Flag, Mascot, Colours, Anthem and Logos	23
22.	Amendments to the Constitution	23
23.	Discipline, Disputes and Appeals	24
24.	Regulations	25
25.	Common Seal	26
26.	Liquidation	26

Constitution of the New Zealand Olympic Committee Incorporated

Section One: Core Provisions

1. Name

- 1.1 The name of the Society is the New Zealand Olympic Committee Incorporated (**NZOC**). It may also be referred to as the National Olympic Committee of New Zealand (**NOC**) or the New Zealand Commonwealth Games Association (**NZCGA**).

2. Registered Office

- 2.1 The registered office of the NZOC shall be at such place as the Board determines.

3. Definitions and Interpretation

- 3.1 In this Constitution:

“**AC Board Member**” means as set out in Rule 16.2;

“**Act**” means the Incorporated Societies Act 1908 (while the NZOC remains registered under and governed by that Act) or the Incorporated Societies Act 2022 (when the NZOC becomes registered under and governed by that Act), and includes any regulations made under the applicable Act;

“**ANOC**” means the Association of National Olympic Committees;

“**Associate Member Federation**” means a National Federation that is a member of the NZOC as set out in Rule 6.4;

“**Athletes’ Commission**” means as set out in Rule 10.1;

“**Board**” means the Board of the NZOC (which is the committee and governing body of the NZOC for the purposes of the Act);

“**Board Chair**” means the Board Member appointed to chair the Board;

“**Board Member**” means a member of the Board;

“**Board Appointments Panel**” or “**BAP**” means as set out in Rule 16.7;

“**CAS**” means the Court of Arbitration for Sport based in Lausanne Switzerland;

“**CGF**” means the Commonwealth Games Federation;

“**CGF Constitution**” means the rules governing the Commonwealth Games movement as contained in the CGF constitution, including its articles of association, regulations, bylaws and code of conduct;

“**Commissions**” mean a group recognised or appointed by the Board to advise it and/or the Members on specific matters;

“Commonwealth Games” means the sporting event held by the CGF every four (4) years and open to competitors of countries in the Commonwealth affiliated to the CGF and includes the Commonwealth Youth Games;

“Commonwealth Member Federation” means a National Federation that is a member of the NZOC as set out in Rule 6.3;

“Co-Opted Board Member” means as set out in Rule 16.2;

“Deputy Chair” means the Board Member (if any) appointed as the Deputy Chair of the Board;

“Education Commission” means as set out in Rule 10.2;

“Elected Board Members” means as set out in Rule 16.2;

“General Assembly” means a meeting of the Members of the NZOC, either in a regular annual session or a special session (which are the annual and special general meetings of the NZOC for the purposes of the Act);

“Honorarium” means any payment received by a Board Member for services provided to the NZOC in their capacity as a Board Member, which may not exceed a market (arm’s length) rate for the services provided;

“IF” means the International Federation and world governing body of a sport which is recognised as such by the IOC and/or the CGF;

“IOC” means International Olympic Committee;

“IOC Board Member” means as set out in Rule 16.2;

“IOC Member” means a person who is domiciled in or who has New Zealand as their main centre of interest who is appointed by the IOC to be an IOC member with rights to participate in the NZOC as defined by the Olympic Charter and this Constitution;

“Member” means a member of the NZOC under Rule 6;

“National Federation” means the sole governing body of a sport in New Zealand which is recognised as such by an IF;

“New Zealand Olympic Committee Order Holder” means a recipient of the order referred to in Rule 7;

“NZOC Agreement” means an agreement duly executed between the NZOC and a third party and includes but is not limited to, employment agreements, contracts for service, NZOC/National Federation Agreements where relevant, athlete and team support agreements;

“Objects” means those objects set out in Rule 4;

“Officer” has the meaning given to it under Rule 16A;

“Olympiad” means a period of four (4) consecutive years commencing with the opening ceremony of the summer Olympic Games;

“Olympian” means any athlete who was selected as a member of the New Zealand team for an Olympic Games and gained accreditation as an athlete into the Olympic village at the Olympic Games;

“Olympians’ Commission” means the organisation constituted by and representing Olympians and recognised as such by the Board and the World Olympians Association as set out in Rule 10.3;

“Olympic Charter” means the rules governing the Olympic movement as contained in the Olympic Charter and bylaws (and includes the IOC's Code of Ethics);

“Olympic Games” means the Olympic Games of an Olympiad convened by the IOC and includes the summer games and the winter games;

“Olympic Member Federation” means a National Federation that is a Member of the NZOC under Rule 6.2;

“Olympic Movement” means the organisations, athletes and other persons who agree to be bound by the Olympic Charter under the supreme authority of the IOC;

“Olympism” is the Olympic philosophy, values and goals as set out in the Olympic Charter;

“ONOC” means the Oceania National Olympic Committee;

“Ordinary Resolution” means a resolution requiring a simple majority of valid votes for approval;

“Pacific Games” means the Pacific Games held every four (4) years, organised by the Pacific Games Council;

“Pacific Games Council” means the Pacific Games Council, the organising committee of the Pacific Games;

“Patron” means a patron (if any) of the NZOC;

“President” means the president of the NZOC;

“Regulations” means the regulations determined by the Board relating to governance, management and operation of the affairs of the NZOC and relating to the involvement of others with the NZOC as further described in Rule 24;

“Secretary-General” means the Secretary-General and Chief Executive Officer of the NZOC;

“Special Resolution” means a resolution requiring a 75% majority of valid votes for approval; and

“Tribunal” means the Sports Tribunal of New Zealand, an independent body that determines types of disputes for the sports sector.

- 3.2 Any reference to any Act, Regulation, Rule, bylaw, Olympic Charter, CGF Constitution, policy, procedure or document includes any amendment to it and any replacement passed in substitution for it.
- 3.3 The plural includes the singular and vice versa and words of the masculine gender include the feminine and vice versa.
- 3.4 Where this Constitution or any Regulation or bylaw of the NZOC is inconsistent with a rule, regulation, bylaw or directive of the IOC, the latter will prevail and this Constitution, to the extent of the inconsistency, will be invalid.
- 3.5 Where this Constitution or any Regulation or bylaw of the NZOC is inconsistent with a rule, regulation, bylaw or directive of the CGF, the latter will prevail and this Constitution, to the extent of the inconsistency, will be invalid.
- 3.6 If in relation to Rules 3.4 and 3.5, the requirements of the IOC are inconsistent with the requirements of the CGF, the requirements of the IOC shall prevail.
- 3.7 In relation to references to persons, unless the context requires otherwise any reference to a person in relation to Board positions and other elected and appointed positions is a reference to an individual but references to persons may otherwise include individuals, companies,

corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities, or other entities (in each case whether or not having separate legal personality).

4. Objects

4.1 The Objects of the NZOC are:

- a. to be the National Olympic Committee in New Zealand as recognised by the IOC and to develop, promote and protect the Olympic movement in New Zealand in accordance with the Olympic Charter and all Rules, regulations, bylaws and directives issued by the IOC to ensure the observance of the Olympic Charter in New Zealand and to participate in the functions of the IOC where appropriate;
- b. to be the member in New Zealand affiliated to the CGF to promote the Commonwealth Games and other Commonwealth sporting events (including cultural activities and festivals attached to such events) in accordance with the CGF Constitution and all Rules, regulations, bylaws and directives issued by the CGF;
- c. to effect its exclusive mandate for representation and participation by New Zealand at the Olympic Games, Commonwealth Games, Pacific Games and other games including youth games and events held by the IOC or under its patronage and the CGF and to do all matters related to that including selection, management and discipline of the teams representing New Zealand at these games. It shall also have the object of effecting its exclusive authority to select and designate any city which may apply to organise an Olympic Games, Commonwealth Games and Pacific Games (if permitted by the Pacific Games Council) in New Zealand;
- d. to educate New Zealanders in the Olympic values through sport and our legacy, as well as stimulate an interest in sport and physical recreation, especially to the youth of New Zealand, by delivering programmes, activities and initiatives in schools and in other education establishments, sports related organisations and at exhibitions;
- e. to encourage and support the development of sport in New Zealand at both a high performance level as well as encouraging sports participation and sport for all New Zealanders;
- f. to assist and support the Members through Olympic Solidarity programmes and other initiatives;
- g. to advocate on behalf of Members and for athletes in New Zealand;
- h. to help protect the integrity of sport in discouraging all forms of illegal/prohibited sports betting, match-fixing, corruption, discrimination and violence in sport in accordance with the rules and regulations of the IOC, including but not limited to the Olympic Movement Code on the Prevention of the Manipulation of Competitions, CGF, the IFs and any applicable law.
- i. to discourage all forms of doping in accordance with the rules and regulations of the IOC, CGF, the IFs and the World Anti-Doping Code and in particular to adopt and implement the World Anti-Doping Code to ensure that the NZOC's anti-doping policies and rules, membership and/or funding requirements and results management processes conform with the World Anti-Doping Code and respect all the roles and responsibilities for National Olympic Committees that are listed within the World Anti-Doping Code;

- j. to be an independent and autonomous organisation free from any political, legal, religious and economic pressures that may prevent the NZOC from complying with its obligations to the IOC and CGF;
- k. to be a member of and/or co-operate with the Pacific Games Council and ANOC, ONOC and other organisations which form part of the Olympic Movement; and
- l. to do all such other acts and things incidental to the attainment of these objects which promote the benefit of sport and physical activity for the health and enjoyment of all New Zealanders and related charitable purposes.

5. Powers

- 5.1 The NZOC has full capacity to carry on or undertake any activity, do any act, or enter into any transaction, and for that purpose has full rights, powers, and privileges, provided that such capacity and such rights, powers and privileges must be exercised in furtherance of the Objects and in all other respects in accordance with this Constitution. By way of example of some specific powers, but not by limitation, the NZOC has power to:
- a. acquire, obtain or in any way receive the benefit of any property and to deal with property in any way;
 - b. acquire or have interests in incorporated entities, trusts or other entities and to utilise the assets of the NZOC in, through or with them;
 - c. control and raise money, including borrow, invest, loan or advance monies and secure the payment of such money by way of security obtained over the property of others or given over all or part of its property and give or receive the benefit of guarantees;
 - d. determine, raise and receive money by subscriptions, donations, fees, levies, entry or user charges, sponsorship, government funding, community funding or otherwise;
 - e. produce, develop, create, licence and otherwise exploit, use and protect intellectual property;
 - f. determine who are its Members and others involved in the NZOC and their entitlements, and withdraw, suspend, terminate or otherwise restrict Membership and other benefits;
 - g. make, alter, rescind and enforce bylaws, Regulations, policies and procedures of every type and subject matter for the governance, management and operation of the affairs of the NZOC and relating to the involvement of others with the NZOC, including by way of some specific examples but not by limitation: those for eligibility, selection, appeals and behaviour for or of those involved (or seeking to be involved) in or with the NZOC teams, athlete and other agreements, and any aspect relating to the Board, Commissions and consultative forums;
 - h. determine, implement and enforce disciplinary, disputes and appeal procedures, including to conduct hearings, make decisions and impose sanctions and penalties;
 - i. engage and dismiss employees and contractors and put in place agreements with them, including with the Secretary-General;
 - j. delegate powers of the NZOC to any person, committee or sub-committees and establish, fund and set the terms of reference and structure of Commissions (including the Athletes' Commission, the Education Commission and the Olympians' Commission); and

- k. do any other acts or things which are incidental to or conducive to the attainment of the Objects.
- 5.2 The powers of the NZOC shall never be exercised in a manner which is contrary to the Olympic Charter or the CGF Constitution. In the event of conflict, the Olympic Charter will take precedence on Olympic matters and the CGF Constitution will take precedence on Commonwealth Games matters and both will take precedence over this Constitution.
- 5.3 A major transaction (as defined below) cannot be undertaken without a Special Resolution of Members at a General Assembly.
- 5.4 For the purposes of Rule 5.3 above, a major transaction is any of the following:
 - a. the acquisition of an asset, the value of which is more than half of the assets of the NZOC at the last balance date before the acquisition;
 - b. the disposition of an asset, the value of which is more than half of the assets of the NZOC at the last balance date before the disposition; and
 - c. a transaction not including agreements entered into with sponsors, that has, or is likely to have the effect of the NZOC acquiring rights or interests or incurring obligations or liabilities the value of which is more than half of the assets of the NZOC before the transaction.

Section Two: Members and Others Involved in the NZOC and Their Roles

6. Members

6.1 The Members of the NZOC are:

- a. Olympic Member Federations;
- b. Commonwealth Member Federations;
- c. Associate Member Federations;
- d. New Zealand Olympic Committee Order Holders (Rule 7); and
- e. IOC Members (see Rule 15).

In relation to all of the above categories of membership, a person must consent to becoming a Member of the NZOC in order to become a Member. All current Members registered with the NZOC, including the applicable category of membership, will be published on the NZOC website.

6.2 An Olympic Member Federation is a National Federation which:

- a. is affiliated to an IF recognised by the IOC; and
- b. is the National Federation for a sport that is currently, or has been approved by the IOC to be, on any upcoming sports programme of the Olympic Games; and
- c. is recognised by the Board as the sole national governing body for that sport in New Zealand; and
- d. has applied for and received the Board's approval for Membership and is approved as an Olympic Member Federation by an Ordinary Resolution at a General Assembly; and
- e. complies and continues to comply with the requirements set out under Rule 6.5.

6.3 A Commonwealth Member Federation is a National Federation which:

- a. is not already recognised as an Olympic Member Federation; and
- b. is affiliated to an IF recognised by the CGF; and
- c. is the National Federation for a sport that is currently, or has been approved by the CGF to be, on any upcoming sports programme of the Commonwealth Games; and
- d. is recognised by the Board as the sole national governing body for that sport in New Zealand; and
- e. has applied for and received the Board's approval for Membership and is approved as a Commonwealth Member Federation by an Ordinary Resolution at a General Assembly; and
- f. complies and continues to comply with the requirements set out under Rule 6.5.

6.4 An Associate Member Federation is a National Federation which:

- a. is not an Olympic Member Federation or a Commonwealth Games Member Federation; and
- b. is affiliated to the IF recognised by the IOC for that sport; and
- c. is recognised by the Board as the sole national governing body for that sport in New Zealand; and

- d. has applied for and received the Board's approval for Associate Membership; and
 - e. complies and continues to comply with the requirements set out under Rule 6.5.
- 6.5 Each Olympic Member Federation, Commonwealth Member Federation and Associate Member Federation of the NZOC must, in addition to meeting the requirements for the relevant category of membership under Rule 6.2, Rule 6.3 or Rule 6.4, fulfil the following membership obligations to become, and remain, a Member:
- a. be an incorporated society or other incorporated legal entity, and comply with the requirements of the Act or equivalent legislation applicable to the relevant legal entity; and
 - b. pay the annual NZOC membership fee; and
 - c. comply with any bylaw, Regulations, policy and/or procedure set by the NZOC under Rule 5.1.g; and
 - d. have adopted and implemented the Sports Anti-Doping Rules (SADR) established in accordance with the Sports Anti-Doping Act 2006 (and any amendments or replacements to this Act or the SADR) and ensure their members are bound to the SADR. They also must ensure they are compliant with the WADA Code, the NZOC Integrity Regulation and with the policies and procedures of Drug Free Sport New Zealand (or any replacement entity); and
 - e. conduct its activities in accordance with the rules of its IF, the Olympic Charter and/or the CGF Constitution, as applicable; and
 - f. have an active high performance athlete training and competition programme;
- and may be suspended or expelled under Rule 9 if any such requirement or obligation is not met or fulfilled.
- 6.6 For the avoidance of doubt:
- a. the Board may change a National Federation's membership from one category to another without requiring a further application from the Member (for example, if the Member's sport is removed from or added to the Olympic Games programme), provided that the Member meets all other requirements for the relevant category of membership; and
 - b. a National Federation's membership will continue until such time as the National Federation relinquishes its membership by giving notice in writing to the NZOC, or is liquidated, dissolved or otherwise wound up, or is expelled from the IOC or the CGF (as referred to in Rule 8.4), or is suspended or expelled under Rule 9.
- 6.7 Except as expressly provided in this Constitution, no individual is a Member of the NZOC, regardless of their membership of, or any other position or relationship they have with, any Olympic Member Federation, Commonwealth Member Federation or Associate Member Federation. For the avoidance of doubt, this applies to any athlete, including any athlete who is a member of any New Zealand team, led by the NZOC (whose relationship with the NZOC will be governed by any applicable athlete agreement and/or any other such arrangements with the NZOC).

7. New Zealand Olympic Committee Order Holders

- 7.1 The New Zealand Olympic Committee Order is an award of merit recognising outstanding service to the Olympic Movement and/or Commonwealth Movement.
- 7.2 The New Zealand Olympic Committee Order will be awarded at a General Assembly or otherwise as determined by the Board.

- 7.3 The Board will recommend to the Members at a General Assembly, based on either its deliberation or that of a committee convened under Rule 5.1.j, those individuals considered to be worthy recipients of the New Zealand Olympic Committee Order.
- 7.4 To be awarded the New Zealand Olympic Committee Order, the nominee requires approval by an Ordinary Resolution at a General Assembly.
- 7.5 Subject to the relevant individual's consent, each New Zealand Olympic Committee Order Holder becomes a Member.

8. Members' Rights and Obligations

- 8.1 All Members have the right to attend and speak (through their appointed delegates) at a General Assembly and Members will have such other rights as set out in this Constitution or in any Regulation or bylaw of the NZOC or as determined by the General Assembly, which may differ as between different categories of Member. For voting rights, see Rule 18.
- 8.2 Each Member must maintain, and if requested by the Board demonstrate, its compliance with the criteria specified in Rules 6.2 and 6.5 in respect of an Olympic Member Federation, and Rules 6.3 and 6.5 in respect of a Commonwealth Member Federation and Rules 6.4 and 6.5 in respect of an Associate Member Federation, as applicable.
- 8.3 No Member or any person associated with a Member shall participate in or materially influence any decision made by the NZOC in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever. 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 Rule shall not be removed from this Constitution and shall be included and implied into any document replacing this Constitution.
- 8.4 Any person or organisation expelled from the IOC or the CGF may not be a Member.
- 8.5 All Members shall:
- a. support and promote the Objects of the NZOC as set out in Rule 4;
 - b. act in accordance with the NZOC's values of excellence, integrity, leadership, and pride in its dealings;
 - c. respect and operate with mutual trust and confidence among other Members; and
 - d. encourage and embrace the athlete voice within their organisations.
- 8.6 The Secretary-General shall keep and maintain a register of Members recording the full name, address and other contact details, date of becoming a Member, and category of membership for each Member, and any other membership information required to be kept for the purposes of this Constitution and/or compliance with the Act.
- 8.7 A Member must notify the Secretary-General as soon as reasonably practicable of any change to any of their details recorded on the register of Members and, upon becoming aware of any change to any Member's details on the register, the Secretary-General must update the register.

9. Suspension/Expulsion

- 9.1 If at any time a Member, in the opinion of the Board, has:

- a. being an Olympic Member Federation, Commonwealth Member Federation or Associate Member Federation, failed to meet the criteria in Rule 6.2 or Rule 6.3 or Rule 6.4 (as the case may be) and Rule 6.5; and/or
- b. acted in contravention of this Constitution, the Olympic Charter and/or the Constitution of the CGF, as applicable; and/or
- c. acted in a manner which would bring disrepute to him/her/itself and/or the NZOC;

the Board may suspend such Member from Membership of the NZOC for a period specified by the Board and with or without conditions.

- 9.2 Before deciding to suspend a Member the Board must provide the Member with a reasonable opportunity to be heard in accordance with the principles of natural justice.
- 9.3 Upon suspension, unless otherwise specified by the body imposing the suspension, the Member is suspended from participation in all activities of the NZOC until such time as the period specified in Rule 9.1 has expired or the Board terminates the suspension during such period.
- 9.4 A Member is expelled from the NZOC if it is determined by a Special Resolution at a General Assembly that:
 - a. an Olympic Member Federation, Commonwealth Member Federation or Associate Member Federation, failed to meet the criteria in Rule 6.2 or Rule 6.3 or Rule 6.4 (as the case may be) and/or Rule 6.5, as applicable; and/or
 - b. a Member has acted in contravention of this Constitution, the Olympic Charter and/or the Constitution of the CGF, as applicable, and/or has acted in a manner which would bring disrepute to him/her/itself and/or the NZOC.

provided that before voting on such Special Resolution the Member must be given a reasonable opportunity to be heard at the General Assembly.

- 9.5 If any General Assembly resolution is proposed to expel a Member then the notice convening that General Assembly must clearly state the resolution to be proposed for consideration.
- 9.6 Upon expulsion the Member will cease his/her or its participation in all activities of the NZOC and cease to be a Member.

10. Commissions

- 10.1 **Athletes' Commission:** The NZOC must maintain an Athletes' Commission which shall serve as a consultative body and provide a link between active New Zealand athletes and the NZOC. Its structure, purpose, membership and extent of operations shall be consistent with the guidelines of the IOC and determined by the Board. The Athletes' Commission is entitled to have two (2) delegates attend and speak at the General Assembly. For voting rights, see Rule 18.
- 10.2 **Education Commission:** The NZOC must maintain an Education Commission, which will function as the NZ Olympic Academy, and may also be known as the NZOA to assist the Board in determining strategies to promote Olympism through education. Its structure, purpose, membership and extent of operations shall be determined by the Board. The Education Commission is entitled to have two (2) delegates attend and speak at the General Assembly. The Education Commission delegates have no voting rights at the General Assembly.
- 10.3 **Olympians' Commission:** The NZOC must maintain an Olympians' Commission which shall serve as a consultative body and provide a link between active New Zealand Olympians and the NZOC. Its structure, purpose, membership and extent of operations shall be consistent with the guidelines

of the World Olympians Association and determined by the Board. The Olympians' Commission is entitled to have two (2) delegates attend and speak at the General Assembly. The Olympians' Commission delegates have no voting rights at the General Assembly.

11. Patron

- 11.1 One (1) or more Patrons of the NZOC may be appointed and removed at any time by the Board or by a resolution at a General Assembly. The role of Patron is determined by the Board.

12. President

- 12.1 The President shall:
- a. be elected in accordance with Rule 16; and
 - b. be a Board Member; and
 - c. represent the NZOC on official occasions in accordance with the requirements of the IOC and/or CGF and any policies adopted by the Board; and
 - d. chair the General Assembly.
- 12.2 The role of the President may be expanded further upon in any bylaws or policies adopted by the Board.
- 12.3 Any duty (in this Constitution or elsewhere) of the President may, in the event of the absence or incapacity of the President, be carried out by the Board Chair or any other person authorised by the Board to do so.

13. Honorary President

- 13.1 A person who has made an exceptional contribution as President (and is no longer the President) may be elected to the position of Honorary President, if the following process is satisfied:
- a. the Board must recommend the election of such person at a General Assembly having first given notice of such recommendation as an item of business; and
 - b. the recommendation is approved by an Ordinary Resolution at a General Assembly.
- 13.2 The Honorary President will be invited to official NZOC functions and following the invitation of the Board may attend Board meetings and the General Assembly with speaking rights but no voting rights. The NZOC will use its reasonable endeavours to facilitate the attendance by each Honorary President at Olympic Games and Commonwealth Games.
- 13.3 The term of Honorary President is granted for life but may be removed by the Board if the Board determines that the Honorary President has in the opinion of the Board acted in contravention of the Olympic Charter and/or the Constitution of the CGF and/or has acted in a manner which would bring disrepute to him/herself and/or the NZOC.
- 13.4 There is no limit on the number of Honorary Presidents.

14. Secretary-General

14.1 The Secretary-General:

- a. shall be appointed by the Board to carry out such role and duties as required by this Constitution and on such terms and conditions as determined by the Board; and
- b. is the Chief Executive Officer of the NZOC.

14.2 Any duty (in this Constitution or elsewhere) of the Secretary-General may, in the event of the absence or incapacity of the Secretary-General, be carried out by any other person authorised by the Board to do so.

15. IOC Member

15.1 The role, rights and benefits of an IOC Member are as set out in the Olympic Charter, this Constitution, Regulations and bylaws of the NZOC and in any Board policies.

15.2 Subject to the relevant individual's consent, each IOC Member becomes a Member.

16. The Board

16.1 The operation and affairs of the NZOC must be managed by or under the direction or supervision of the Board the governance of the NZOC and the exercise of the capacity, rights, powers and privileges of the NZOC (except those that are restricted by this Constitution) are delegated without further restriction to be undertaken by the Board, in furtherance of the Objects and in all other respects in accordance with this Constitution. Such capacity, rights, powers and privileges may also be delegated by the Board to such other persons as it determines.

16.2 The Board shall comprise the following persons:

- a. the President; and
- b. five (5) other members,
(collectively referred to as the "Elected Board Members"); and
- c. one (1) member from the Athletes' Commission (referred to as the "AC Board Member"); and
- d. any IOC Member(s), or if there is no IOC Member then at the invitation of the Board (and on such terms as specified by the Board) a member of an IOC Commission (and in each case such person(s) must be domiciled in New Zealand or have New Zealand as their main centre of interests) (referred to as an "IOC Board Member");

and may also comprise:

up to two (2) additional members appointed at any time in accordance with Rule 16.6 (referred to as a "Co-opted Board Member").

The Board will only be constituted by the Board Members set out in this Rule 16.2, noting the majority of the Board will be made up of officers that are neither Members nor representatives of Member Federations. The NZOC will therefore, not comply with section 45(3) of the Act and relies on the exemption set out in Part 1, Rule 6(1) of Schedule 1 of the Incorporated Societies Regulations 2023.

- 16.3 There must be male and female representation on the Board and the Board must endeavour to operate with an inclusion lens and to demonstrate inclusive governance practices.
- 16.4 Subject to Rule 16.16, all Elected Board Members must be elected at a General Assembly. The process for election of the Elected Board Members is that:
- a. the NZOC shall, in such manner and timeframe as it determines, call for nominations from Members and applications from the public for any vacant positions as Elected Board Members;
 - b. a Board Appointments Panel ("BAP") (see composition in Rule 16.7) shall assess all nominations and applications against the criteria in Rule 16.9 and shall make a recommendation in writing to the Members of the persons recommended by the BAP to fill the vacant positions; and
 - c. at the General Assembly voting shall be undertaken in accordance with Rule 18 to fill, from amongst all of the eligible candidates, the vacant Elected Board Member positions.
- 16.5 The process for election of the AC Board Member is that:
- a. the NZOC shall, in such manner and timeframe as it determines, call for a recommendation from the Athletes' Commission of one (1) of its members;
 - b. the BAP shall assess the recommendation against the criteria in Rule 16.9 and advise the Athletes' Commission in writing as to whether its recommended person is supported by the BAP;
 - c. if the recommended person is supported by the BAP then the Athletes' Commission shall conduct a vote of its members to determine whether or not to appoint that person as the AC Board Member; and
 - d. if the BAP does not support the recommendation from the Athletes' Commission, or if the Athletes' Commission does not elect the recommended person, then the process shall be repeated in respect of such position to seek to obtain a recommended person from the Athletes' Commission who is supported by the BAP and then subsequently elected by the Athletes' Commission.
- 16.6 The Board may co-opt an additional person or persons to the Board under Rule 16.2f for a specific purpose (for example, when there is a specific need to ensure a fair balance and representation of male and female and different perspectives on the Board, to facilitate succession planning and/or to bring specific expertise onto the Board) and for a specific period not exceeding two (2) years from the date of appointment and expiring at the second General Assembly following appointment. The Board may advertise publicly or invite applications for the position. Applications must be received in writing at the registered office of the NZOC, by the date specified in the advertisement or invitation calling for applications. Following receipt of applications, the Secretary-General will forward them to the BAP to consider in accordance with the factors specified in Rule 16.9. The decision of the appointment of a Co-Opted Board Member shall be by majority vote of the BAP and in the event of a tied vote then the person appointed in Rule 16.7a shall cast an additional vote. Where the term of appointment of a Co-Opted Board Member extends beyond the General Assembly following his/her appointment, such appointment shall be subject to ratification by the General Assembly by Ordinary Resolution. A Co-Opted Board Member cannot hold the position of President but otherwise shall have full voting rights.
- 16.7 The Board Appointments Panel ("BAP") shall comprise:
- a. a Board Member (who is not seeking re-election) as determined by the Board, and who shall chair the BAP;

- b. a person as determined by the Board with experience in governance/director appointments who is independent of the NZOC and Members; and
 - c. a person appointed specifically to the role by the Members by an Ordinary Resolution at the previous regular General Assembly, or if such person is unable to fulfil the role then a replacement person approved in writing by a majority of Members.
- 16.8 The decisions of the BAP shall be by majority vote and in the event of a tied vote then the person appointed in Rule 16.7a. shall cast an additional vote. Prior to the BAP commencing its assessment process, the Board shall undertake an assessment of the competencies and needs of the Board and shall supply that assessment to the BAP. The BAP otherwise determines its own procedures and must undertake its processes prior to the General Assembly at which vacancies are to be filled. The NZOC shall notify the Members of the recommendations from the BAP at the same time as notification of the agenda for the General Assembly.
- 16.9 Subject to Rule 16.16, the BAP shall assess all Board candidates including the President (other than an IOC Board Member) on merit but must take into account the following factors about the candidate and the Board as a whole:
 - a. their prior experience in governance roles (such as a trustee, director, executive committee member or similar);
 - b. their level of knowledge and understanding of sport and the Olympic Movement;
 - c. their level of knowledge and experience in community, sports and/or not for profit organisations;
 - d. the desirability for conflicts of interest to be minimised;
 - e. the desirability for a wide range of skills and experience on the Board;
 - f. the desirability for inclusion and diversity;
 - g. the desirability for cultural knowledge and insight; including knowledge and insight in relation to ngā tikanga Māori;
 - h. the desirability for understanding of, and empathy with, athletes and others involved in the Olympic and Commonwealth Games Movements;
 - i. their experience or knowledge in education; and
 - j. their understanding and acceptance of Olympism and the positive impact of Olympic and Commonwealth sport for New Zealand.
- 16.10 The term of office for all Elected Board Members (including the President) and the AC Board Member shall be a maximum of four (4) years, commencing at the conclusion of the General Assembly at which their appointment or election is made or becomes effective and expiry at the conclusion of the fourth General Assembly after the commencement of their term. This Rule is subject to Rule 16.13. A person may be elected or appointed for further terms of office as a Board Member, subject to Rule 16.12. A retiring Elected Board Member shall hold office until the dissolution of the General Assembly at which his or her successor is elected. A retiring AC Board Member shall hold office until a successor is appointed.
- 16.11 The term of office of the President shall coincide with an Olympiad and shall commence at the conclusion of the first regular General Assembly following the summer Olympic Games, and end at the conclusion of the first regular General Assembly following the next summer Olympic Games.
- 16.12 An Elected Board Member may serve on the Board for a maximum of twelve (12) accumulative years, not including any term served as a President, AC Board Member or IOC Member. A

President may serve in that capacity on the Board for a maximum of twelve (12) accumulative years, not including any term served as an Elected Board Member, AC Board Member or IOC Member. An Elected Board Member or President may, by Ordinary Resolution at a General Assembly, hold office for a longer term prescribed by the General Assembly, if deemed necessary or beneficial. For the sake of clarity, an AC Board Member or IOC Member may only serve on the Board during their term as an AC Board Member or IOC Member, respectively.

- 16.13 At the conclusion of each General Assembly, one (1) Elected Board Member (excluding the President) shall vacate their office but shall be eligible for re-appointment or re-election. This is with the exception of the General Assembly commencing at the conclusion of the 2015 General Assembly and every fourth year thereafter, where two (2) Elected Board Members shall vacate their office but shall be eligible for re-appointment or re-election. Prior to each General Assembly, the Board shall determine a schedule of rotation to facilitate this requirement and advise the Secretary-General (who shall in turn advise the Members) of the schedule of rotation and the vacancies arising in Board Member positions. The term of office of any Elected Board Member may be reduced by agreement by the Board, or failing agreement, by vote by the Board, in order to facilitate this requirement. This Rule is subject to Rule 16.14.
- 16.14 An individual is deemed to have vacated their office as a Board Member upon:
- a. being adjudicated bankrupt;
 - b. being declared of being of unsound mind or being the subject of a property order under the Protection of Personal and Property Rights Act 1988;
 - c. resigning from the Board or retiring by rotation under Rules 16.10 or 16.13;
 - d. being determined by a Special Resolution of the Board or by an Ordinary Resolution at a General Assembly to be unable or failing without acceptable excuse to fulfil the duties of a Board Member;
 - e. being sentenced to imprisonment for a criminal offence;
 - f. becoming disqualified from acting as an officer of the NZOC for the purposes of the Act or any other legislation (for example, the Charities Act 2005) under which the NZOC may be registered from time to time; or
 - g. dying.
- 16.15 The Board may, by Special Resolution, suspend a Board Member pending determination of a decision under Rules 16.14.a, b, d or e.
- 16.16 If the position of an Elected Board Member becomes vacant ninety (90) or more days prior to the date of the next regular General Assembly, or if the position of an Elected Board Member is not filled at a General Assembly, it shall be filled as follows:
- a. in relation to the President, the Board shall elect an existing Board Member as an interim President until a new President is elected at the next General Assembly in accordance with Rule 16.4. The Board may also appoint a new Board Member (to take the place of the Board Member who is now the interim President) on an interim basis until a permanent replacement can be elected at the next General Assembly in accordance with Rule 16.4; and
 - b. in relation to an Elected Board Member (excluding the President), the Board may either leave the position vacant or appoint or co-opt a new Board Member on an interim basis until a permanent replacement can be elected at the next General Assembly in accordance with Rule 16.4.

- 16.17 If the position of the AC Board Member becomes vacant, then it shall be filled in accordance with Rule 16.5.
- 16.18 If there is no IOC Board Member, then the position shall remain vacant until the appointment of a new IOC Member, or in the absence of such a person then until any appointment by the Board of a member of an IOC Commission as specified in Rule 16.2d.
- 16.19 The Board must appoint one (1) Board Member to chair the Board ("Board Chair"), and the Board may, if it wishes to do so, appoint one (1) other Board Member to exercise the powers of the Board Chair in the event of the absence or incapacity of the Board Chair ("Deputy Chair").
- 16.20 In relation to Board meetings and resolutions:
- a. Board meetings will be held at such times as the Board decides, and every Board Member must be given reasonable notice of every Board meeting (unless a Board Member waives the requirement for such notice in relation to a meeting, either expressly or impliedly (by attending and participating at the meeting)).
 - b. Any Board meeting may be held by Board Members meeting in person and/or by audio or audio and visual means of communication enabling all those participating to hear each other simultaneously, and references to Board Members being present, in attendance or participating at Board meetings are to be interpreted accordingly.
 - c. The quorum for a Board meeting is four (4) Board Members, of which at least three (3) must be Elected Board Members. In addition, Elected Board Members must always comprise a majority of Board Members at a Board meeting, so that effectively the voting majority of the Board consists of Board Members elected by the Members (the majority of which are Olympic Member Federations) at the General Assembly.
 - d. Board meetings will be chaired by the Board Chair, or by the Deputy Chair (if any) in the event of the absence or incapacity of the Board Chair, unless the Board determines otherwise.
 - e. Each Board Member present at a Board meeting shall have one (1) vote in relation to any Board decision on any matter, provided that the Board Member does not have any conflict of interest in relation to the matter.
 - f. Any Board decision on any matter at a Board meeting may be made by way of an Ordinary Resolution, unless this Constitution requires a Special Resolution.
 - g. A written resolution signed or approved in writing by all of the Board Members for the time being shall be as valid and effective as if it had been passed at a meeting of the Board duly convened and held, provided that a majority of the Board Members signing or approving the resolution is not conflicted in relation to any matter to which the resolution relates. Any such written resolution may consist of several documents setting out the resolution in identical form each signed or approved in writing by one (1) or more Board members.
 - h. The Board must ensure that minutes and other appropriate records are kept in relation to all Board meetings, all resolutions passed at such meetings, and all written resolutions of the Board.
- 16.21 Subject to compliance and consistency with this Constitution and the Act, the Board must adopt and operate (in accordance with this Constitution) policies set by the Board dealing with such matters as it decides and including all aspects of the Board's governance, activities and processes. The Board must review its policies at intervals as determined by it in an effort to ensure that they record good governance for the affairs of the NZOC.

- 16.22 The Board in determining all matters of policy must consider recommendations from consultative forums, Commissions and General Assemblies.

16A. Statutory Officers and Contact Person(s)

- 16A.1 For the purposes of the Act and any other legislation (for example, the Charities Act 2005) under which the NZOC may be registered from time to time, the Officers of the NZOC are the President, the other Board Members, the Secretary-General, and any other person who is deemed to be an Officer of the NZOC under the relevant legislation.
- 16A.2 If required by the Act and/or any other legislation under which the NZOC may be registered from time to time, the Board must appoint a contact person or contact persons for the NZOC for the purposes of the relevant legislation, who may be Secretary-General and/or any other person as determined by the Board.
- 16A.3 A person is not permitted to act, or to continue to act, as an Officer as referred to in Rule 16A.1 or as a contact person as referred to in clause 16A.2 if the person is, or becomes, disqualified from holding such a position under the Act or other relevant legislation.

Section Three: Meetings

17. General Assembly

- 17.1 The Members must meet in a regular General Assembly once in each calendar year, not later than six (6) months after the NZOC's balance date and not later than fifteen (15) months after the previous regular General Assembly. The Members may also meet in a special General Assembly either upon a request from the Board or on a written request signed by at least 25% of the Olympic Member Federations and the Commonwealth Member Federations combined.
- 17.2 A regular or special General Assembly may be held by Members meeting in person and/or by audio or audio and visual means of communication enabling all those participating to hear each other simultaneously, and references to Members (or their delegates, as applicable) being present, in attendance or participating at a General Assembly are to be interpreted accordingly.
- 17.3 The following persons are entitled to attend each General Assembly:
- a. up to two (2) delegates from each of: the Olympic Member Federations; the Commonwealth Member Federations; the Associate Member Federations; the Athletes' Commission; the Education Commission; and the Olympians' Commission; and
 - b. those individuals being the Board Members, the Secretary-General, Honorary Presidents (if any), Patrons (if any), any New Zealand Olympic Committee Order Holders; and
 - c. such other persons as invited by the Board or approved by an Ordinary Resolution of the General Assembly.
- 17.4 A quorum at a General Assembly is one half ($\frac{1}{2}$) of the total of the Olympic Member Federations and Commonwealth Member Federations entitled to attend. If a quorum is not present the General Assembly shall be adjourned and shall be reconvened after fourteen (14) days and before twenty one (21) days have expired with no minimum quorum then required. In addition, Olympic Member Federations must always comprise a majority of Members at a General Assembly, so that effectively the voting majority of the General Assembly consists of such Olympic Member Federations.
- 17.5 A regular General Assembly must consider the following agenda items together with other business notified in writing by the due date determined by this Rule 17:
- a. roll call and apologies;
 - b. approval of previous General Assembly minutes;
 - c. any applications for Membership;
 - d. an annual report on the operations and affairs of the NZOC for the most recently completed financial period, including the audited financial statements covering the relevant financial period;
 - e. appointment of an auditor;
 - f. reports from the Secretary-General, the Board and from such Commissions that are requested to report by the Board;
 - g. the election of the Elected Board Members (as required to fill vacancies);
 - h. the appointment of a Patron, if any;
 - i. amendments to this Constitution, if any;

- j. setting of annual membership fees;
 - k. notification of Officers' disclosures of interests for the most recently completed financial period, if such notification is required under the Act; and
 - l. general business.
- 17.6 The notice of a special General Assembly must state whether it is the Board or a group of Olympic Member and/or Commonwealth Member Federations (which must be named) that has requested the special General Assembly. The notice must also specify the matters to be considered. A special General Assembly shall consider only the notified business. Without limiting the business for which a special General Assembly may be called, a special General Assembly may be called, but is not required to be called, to consider and determine any matter in respect of which a majority of Board Members are precluded from voting because of conflicts of interest under the Act.
- 17.7 The Secretary-General must send notice of a General Assembly not less than ninety (90) days prior to the date upon which it will commence, unless it is a special General Assembly related to urgent matters (as determined by the Board), in which case not less than seven (7) days' notice of the General Assembly must be given. Such notice shall be given to all persons or organisations entitled to attend.
- 17.8 The notice of a General Assembly must include the time and place of the General Assembly and must call for nominations for any available positions (except in relation to nominations for Elected Board Member positions under Rule 16.4 where the NZOC has already called for nominations and has decided not to do so again) and for notified business for inclusion in the agenda. Except where an exception applies under the previous sentence and the NZOC has notified an earlier closing date for nominations or recommendations, all closing dates shall be clearly stated in the notice and shall not be earlier than forty five (45) days after the date that the notice was sent (unless it is a special General Assembly related to urgent matters, in which case as much time as reasonably possible as determined by the Secretary-General). Any notices in this Rule 17 must be in writing but may be sent by such means, including by email, as determined by the Secretary-General.
- 17.9 Notification of business and nominations and acceptances for positions must be received in writing by the Secretary-General by the closing date referred to in Rule 17.8 or such other date required under Rule 16.4 and, apart from notification of business by the Board and apart from applications from the public under Rule 16.4, may only be made by Olympic Member Federations and/or Commonwealth Member Federations.
- 17.10 The Secretary-General shall send a full agenda including nominations (and acceptances) and notified business to those entitled to receive notice of a General Assembly under Rule 17.7 no later than twenty eight (28) days prior to the General Assembly, unless it is a special General Assembly related to urgent matters in which case not less than seven (7) days' notice. The NZOC shall endeavour to notify Olympic Member Federations and Commonwealth Member Federations of the persons recommended by the BAP under Rule 16.4 at least fourteen (14) days prior to a General Assembly. Minutes of each General Assembly together with relevant papers must be sent by the Secretary-General to those entitled to attend the General Assembly and this must be done within twenty one (21) days of its conclusion.
- 17.11 Any irregularity or defect in any of the notices referred to in this Rule 17 or any failure to comply with any time period does not invalidate the General Assembly provided that the President (or in the absence of the President, the Board Chair or Deputy Chair) is satisfied that the General Assembly should continue despite the problem.
- 17.11 The Members are not permitted to pass a written resolution in lieu of a General Assembly.

- 17.12 The Board must ensure that minutes and other appropriate records are kept in relation to all General Assemblies and all Member resolutions, and the minutes of the most recent General Assembly must be made available to any Member upon receipt of a written request from the Member.

18. Voting

- 18.1 Voting rights at a General Assembly are limited to the following:
- an Olympic Member Federation has one (1) vote;
 - a Commonwealth Member Federation has one (1) vote;
 - an IOC Member has one (1) vote; and
 - the Athletes' Commission has two (2) votes.
- 18.2 Voting rights can only be exercised by any such person or the notified delegate of any such person acting in person (not by proxy). Except as permitted by Rule 18.3, no person attending and entitled to vote at any General Assembly may exercise more than one (1) vote.
- 18.3 Except where a Special Resolution is required by this Constitution (e.g. a major transaction (Rule 5.3) or a change in the Constitution (Rule 22.2)) or where a unanimous resolution is required (e.g. Rule 18.4), any resolution at a General Assembly is an Ordinary Resolution. The chair of any General Assembly, who is the President, Board Chair, Deputy Chair or other Board Member as determined by the Board ("General Assembly Chair"), may exercise a casting vote having first declared a tied vote. The General Assembly Chair may have already exercised a deliberative vote.
- 18.4 Voting for the appointment of Elected Board Members shall follow the procedures set out below:
- positions shall be subject to an exhaustive ballot to be decided between all candidates eligible for election in accordance with the following Rules;
- First Ballot**
- each voting person designates the name of the candidate that the voting person most prefers. Such votes are then counted and if any candidate receives an absolute majority of valid votes cast, such candidate is elected;
 - if no candidate receives an absolute majority of valid votes cast the candidate who receives the least number is eliminated provided that if a candidate receives no votes such candidate together with the candidate who receives the least number of votes is eliminated;
 - all candidates polling less than ten (10)% of the total votes cast are eliminated unless this would result in less than three (3) candidates remaining eligible for election, in which case such candidates polling a lesser percentage of the total votes cast as will leave at least three (3) candidates eligible for election in the next ballot are eliminated;
- Further Ballot**
- a further ballot or ballots is conducted between the remaining candidates in accordance with these Rules until one (1) candidate receives an absolute majority of valid votes cast. Upon a candidate receiving an absolute majority of valid votes cast such candidate is elected;

Special Ballot

- f. if after a ballot has been conducted any two (2) or more candidates receive an equal number of valid votes and it is necessary for one (1) of them to be eliminated then a special ballot shall be held in accordance with these Rules to decide which of such candidates are eliminated;
- g. if after a special ballot has been conducted between three (3) or more candidates no candidate has received a greater number of valid votes than the other candidates then the General Assembly Chair must nominate one (1) candidate who is not eliminated and a further special ballot shall be held between the candidates not so nominated to determine which of them is eliminated;
- h. if on any special ballot between two (2) candidates such candidates receive an equal number of valid votes then the General Assembly Chair has a casting vote to decide the issue between such candidates;

Announcement of Elimination

- i. at any time when it is necessary for a candidate to be eliminated the General Assembly Chair shall only declare the name of the candidate or candidates eliminated and must not disclose the number of valid votes received by any candidate;

Declaration of Result

- j. at the conclusion of voting the General Assembly Chair must declare the result of each ballot by stating the number of ballot papers issued in each ballot, the number of valid votes cast in each ballot and the number of valid votes received by each candidate; and

Unanimous resolution to adopt different voting method

- k. those voting persons present at any meeting at which an election is to be held in accordance with this Rule may by unanimous resolution waive the application of the provisions above and substitute, for that election only, such other method of voting that is unanimously agreed upon.

18.5 At any General Assembly or at consultative forums when dealing with questions relating to the Olympic Games, only the votes cast by Olympic Member Federations, the Athletes' Commission delegates and IOC Members, are taken into consideration.

18.6 At any General Assembly or at consultative forums when dealing with questions relating to the Commonwealth Games, only the votes cast by Olympic Member Federations (whose sports are included on the sports programme of the Commonwealth Games) and Commonwealth Member Federations, the Athletes' Commission delegates and IOC Members, are taken into consideration.

19. Consultative Forums

19.1 The NZOC must:

- a. arrange a minimum of one (1) meeting per year of Members to discuss and gather opinions on strategic matters, and where appropriate, recommend policy matters to the Board; and
- b. pay 50% of appropriate costs for one (1) representative from each Olympic Member Federation and Commonwealth Member Federation to attend such meetings.

Section Four: NZOC Property and Other Provisions

20. Finance

- 20.1 The financial year of the NZOC shall commence on the first day of January and end on the thirty-first day of December.
- 20.2 Each Olympic Member Federation, Commonwealth Member Federation and Associate Member Federation must pay an annual membership fee determined at a General Assembly on the recommendation of the Board.
- 20.3 The Secretary-General must keep proper records of the NZOC's financial transactions and must prepare and have audited annual financial statements for each financial year in the form required by the Board for circulation twenty eight (28) days prior to each regular General Assembly. The audited annual financial statements for each financial year will be presented at the next regular General Assembly that is held following the end of the relevant financial year and the statements presented at the most recent regular General Assembly must be made available to any Member upon receipt of a written request from the Member.
- 20.4 The Board must adopt and implement appropriate policies as determined by it for the control and management of the NZOC's finances including those for delegation and authorisation.
- 20.5 The Secretary-General must prepare income and expenditure budgets for all of the NZOC's activities in the form required by the Board for a period of not less than four (4) years.
- 20.6 The NZOC's funds shall be invested in such manner as determined by the Board.
- 20.7 An auditor must be appointed at each regular session of the General Assembly.
- 20.8 The Board must appoint an Finance, Audit and Risk Committee to carry out specific duties entrusted to it.
- 20.9 A Board Member is entitled to be reimbursed by the NZOC for expenses properly incurred in his or her capacity as a Board Member, and a Board Member may receive a reasonable expense reimbursement allowance and/or an Honorarium if any such payment is approved by Ordinary Resolution at a General Assembly.

21. Emblem, Flag, Mascot, Colours, Anthem and Logo

- 21.1 The official emblem, flag, mascot, colours, anthem and logo (if any) of the NZOC and the use of them shall be determined by the Board.
- 21.2 The flag, emblem and the anthem adopted by the NZOC for use in relation to its activities, including the Olympic Games, shall also be subject to the approval of the IOC.

22. Amendments to the Constitution

- 22.1 Any proposed addition to, or amendment, rescission or replacement of the whole or any part of, this Constitution must be notified in accordance with Rule 17 which governs the conduct of a General Assembly.
- 22.2 Any such change to this Constitution requires a Special Resolution at a General Assembly.
- 22.3 Any such change to this Constitution must be approved by the IOC.

- 22.4 If it considers it necessary, the NZOC shall amend this Constitution by the process in this Rule 22 to conform to any revision of the Olympic Charter at the General Assembly next following the date of such revision by the IOC.
- 22.5 Any addition to, and any amendment, rescission or replacement of the whole or any part of, this Constitution:
- a. must not permit the NZOC to operate for private profit; and
 - b. must not adversely affect the NZOC's eligibility for any tax exemption or other such concession, unless in relation to any such concession the NZOC has determined that maintaining eligibility for the concession is not necessary or appropriate for the purpose of carrying out its Objects.

The provisions and effect of this Rule 22.5 shall not be removed from this Constitution and shall be included or implied into any document replacing this Constitution.

23. Discipline, Disputes and Appeals

- 23.1 The Board shall appoint judicial and disciplinary bodies, committees, officers and other such individuals as it considers appropriate to carry out judicial and disciplinary functions. The composition, powers, functions, jurisdiction, procedures and processes, penalties and any appeal mechanism for any judicial or disciplinary body or officer shall be set out in the relevant Regulations or an NZOC Agreement. The jurisdiction of any judicial or disciplinary body or officer shall be set out in the relevant Regulations or NZOC Agreement and may deal, without limitation, with the following matters:
- a. the application or interpretation of any Rule, Regulation, policy or decision of the NZOC, the Board, or any Committee or person appointed by the NZOC; and/or
 - b. any allegation of misconduct involving any person under the jurisdiction of the NZOC; and/or
 - c. an alleged breach of this Constitution; and/or
 - d. an alleged breach of any Rule, Regulation, policy, or decision of the NZOC, the Board, or any Committee or person appointed by the NZOC; and/or
 - e. any other type of dispute arising in relation to or in connection with any aspect of the NZOC's operations or affairs in respect of which the NZOC is required to have dispute resolution procedures under the Act.
- 23.2 If there is any type of dispute or difference arising in respect of or in connection with any aspect of the NZOC's operations or affairs which is not provided for in any Regulation or an NZOC Agreement, any such dispute or difference shall be resolved by the following procedures:
- a. the procedures under this Rule 23.2 may be commenced by a Member, Board Member or other Officer, or any other relevant person notifying the Board in writing, or the Board notifying any Member, Board Member or other Officer, or any other relevant person in writing, that the procedures are being invoked and any such notice must provide details of the dispute or difference, including details of any other parties involved;
 - b. the parties to the dispute or difference will actively and in good faith negotiate the dispute with a view to a speedy resolution of such dispute or difference;
 - c. if within twenty one (21) days from the commencement of negotiations in (a) the matter has not been resolved, then either party may require that the matter be referred to a mediator

by giving the other notice in writing requiring the mediation. If the other party agrees and a mutually agreed mediator is appointed the parties will then agree the rules for any mediation in full consultation with the agreed appointed mediator before they commence the mediation. Participation in a mediation will not prejudice any other right or entitlement either of them may have;

- d. if within thirty (30) days of the matter being referred to a mediator or if the parties cannot agree to refer any unresolved dispute to mediation, then either party may refer the dispute or difference to the Tribunal by giving to the other party notice in writing stating the subject matter of the dispute and the party's desire to have the matter referred to the Tribunal. If the Tribunal accepts the referral of the dispute, it shall be resolved by the Tribunal in accordance with the Rules of the Tribunal; and
- e. if the Tribunal does not accept the referral, the dispute may be submitted to CAS in accordance with the Code of Sports-Related Arbitration.

- 23.3 If the Board considers that there is a dispute or disciplinary matter that requires action by a Member, the Board may at any time, require the Member to investigate and undertake a disciplinary or dispute resolution process. The Member must report to the Board on the investigation and action taken in relation to the disciplinary matter or dispute.
- 23.4 The NZOC recognises the Tribunal as the forum to resolve certain sports-related disputes as set out in the Rules of the Tribunal. Any person may appeal a decision of the NZOC regarding any sports-related matter where this Constitution, any Regulation or NZOC Agreement provides for the ability to refer the matter to the Tribunal.
- 23.5 The NZOC recognises that CAS has jurisdiction to hear certain matters in accordance with the CAS statutes, either directly or by way of appeal from a local decision, including but not limited to any dispute arising on the occasion of, or in connection with the Olympic Games, in accordance with the Olympic Charter. The decisions of CAS are final and shall not be questioned in any court of law.
- 23.6 Decisions and awards of the Tribunal, IOC and CAS are binding on the NZOC and its Members.
- 23.7 All dispute resolution procedures and processes effected under or in accordance with this Rule 23 must comply and be conducted in a manner that is consistent with the rules of natural justice.

24. Regulations

- 24.1 Subject to Rule 24.2, the Board may determine and amend such Regulations as it considers necessary or desirable to give effect to this Constitution or to regulate the matters provided for in this Constitution. Such Regulations shall be consistent with the Objects of the NZOC.
- 24.2 All Regulations and any amendments to a Regulation shall be notified to all Members in writing or electronically as approved by the Board.
- 24.3 All Regulations shall be binding on the NZOC and its Members.
- 24.4 To the extent of any inconsistency between any Regulations and this Constitution, this Constitution will prevail.
- 24.5 Any Regulations which were in force prior to the commencement of this Constitution (unless otherwise revoked) shall continue in force until revoked or otherwise altered by the Board.

25. Common Seal

- 25.1 If the NZOC is required to have a Common Seal under the Act or chooses to have a Common Seal, the Common Seal of the NZOC shall be kept in the custody of the Secretary-General and affixed in accordance with the policy determined by the Board.

26. Liquidation

- 26.1 The NZOC may be put into liquidation if the Members at a special General Assembly called for that purpose pass a Special Resolution appointing a liquidator, and such Special Resolution is confirmed at a subsequent special General Assembly called for that purpose and held not earlier than thirty (30) days after the date on which the resolution to be confirmed was passed.
- 26.2 If upon winding up, dissolution or liquidation of the NZOC there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property shall not be paid to or distributed among the Members of the NZOC but shall be given or transferred to some other organisation or body having objects similar to the Objects of the NZOC, and which is charitable under New Zealand law.
- 26.3 The organisation or body referred to in Rule 26.2 is to be determined by the Members of the NZOC at or before the time of winding up, dissolution or liquidation or if that does not occur then by the High Court as may have or acquire jurisdiction in the matter.

The Constitution adopted on 8 May 2024 is signed by three Members:

1. Signed for and behalf of

AScorer

(a member of the NZOC) by:

Terri-Ann Scorer

Name:

Title: President and
Chair,
Tennis NZ

In the presence of:

[Signature]
Witness Signature

Tara Pryor
Witness Name

2. Signed for and behalf of

[Signature]

(a member of the NZOC) by:

MARK CAMERON

Name:

Title: CEO
Bowls NZ

In the presence of:

[Signature]
Witness Signature

Tara Pryor
Witness Name

3. Signed for and behalf of

[Signature]

(a member of the NZOC) by:

David Abercrombie

Name:

Title: CEO
Yachting New
Zealand

In the presence of:

[Signature]
Witness Signature

Tara Pryor
Witness Name