

# Cowboy Challenge Waikato Constitution

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## Introductory Rules.

### Name.

The name of the society is Cowboy Challenge Waikato Inc, abbreviated to CCW (in this **Constitution** referred to as the '**Society**') and was constituted by resolution dated 3rd May 2018.

### Charitable Status.

The **Society** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

### Definitions.

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

'**Act**' means the Incorporated Societies Act 2022 (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'**Constitution**' means the rules in this document.

'**Committee**' means the **Society's** governing body.

'**Officer**' means a natural person who is:

1. A member of the **Committee**, or
2. Occupying a position in the **Society**, that allows them to exercise significant influence over the management or administration of the **Society**, including any Executive Committee Member.

'**Executive Committee**' means the President, Vice President, Secretary or Treasurer positions.

'**President**' means the **Officer** responsible for chairing **General Meetings** and committee meetings, and who provides leadership for the **Society**.

'**Vice President**' means the **Officer** elected or appointed to deputise in the absence of the **President**.

'**Secretary**' means the **Officer** responsible for the matters specifically noted in this **Constitution**.

'**Treasurer**' means the **Officer** responsible for the financial records specifically noted in this **Constitution**.

'**Annual General Meeting**' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

'**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

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

'**Interested Member**' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

'**Interests Register**' means the register of interests of **Officers**, kept under this **Constitution**, and as required by section 73 of the **Act**.

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**'Matter'** means—

1. The **Society's** performance of its activities or exercise of its powers; or
2. An arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

**'Member'** means a person who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** who has filled in the Membership form and who has not ceased to be a **Member** of the **Society**.

**'Members Register'** means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

**'Notice'** to **Members** includes any notice given by email, post, website, and social media for **Society** Events.

**'Working Days'** mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, New Year Days and Auckland Anniversary Day, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day, Christmas Day, and Boxing Day.

## Purposes.

The primary purposes of the **Society** are to—

1. Regulate, oversee, and promote the sport of Cowboy Challenge in the Waikato areas and to protect the assets owned by the **Society**.
2. To encourage Cowboy Challenge as a sport in the Waikato and surrounding areas, to promote good sportsmanship/fellowship amongst riders and to improve and maintain the standard of competition and horsemanship.
3. To provide a framework for the sport of Cowboy Challenge by adopting rules set out in an official NZCCA Rule Book (for Points Approved Challenges), or any **Society** document to keep competition safe, fun, and consistent for everyone.
4. To promote unity amongst those conducting or competing in Cowboy Challenges.
5. Do anything necessary or helpful for the above purposes.
6. Pecuniary gain is not a purpose of the **Society**.

The **Society** must not operate for the purpose of, or with the effect of—

1. Distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
2. Having capital that is divided into shares or stock held by its **Members**; or
3. Holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise).

But the **Society** will not operate for the financial gain of **Members** simply if the **Society**—

1. Engages in trade,
2. Pays a **Member** for matters that are incidental to the purposes of the **Society**, and the **Member** is a not-for-profit entity,
3. Distributes funds to a **Member** to further the purposes of the **Society**, and the **Member**—
  - a) Is a not-for-profit entity, and
  - b) Is affiliated or closely related to the **Society**, and
  - c) Has the same, or substantially the same, purposes as those of the **Society**.
4. Reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society's** purposes,

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5. Provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
6. Provides benefits to **Members** or their families to alleviate hardship,
7. Provides educational scholarships or grants to **Members** or their families,
8. Pays a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Society**),
9. Provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.
10. On removal of the **Society** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

## Tikanga, Kawa, Culture or Practice.

The tikanga or culture of the **Society** is as follows—

1. Support all members regardless of Nationality and this **Constitution** shall be interpreted having regard to that tikanga, kawa, culture or practice.
  - a) Everyone involved in the sport joins with good intentions, and we are all expected to do our best to treat each other with respect and comply with our Constitution.
  - b) Children and young people in particular must be cared for, treated with respect and their welfare placed at the centre of everything we do.

## Act and Regulations.

Nothing in this **Constitution** authorizes the **Society** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

## Restrictions on Society Powers.

The **Society** must not be carried on for the financial gain of any of its members.

The **Society's** capacity, rights, powers, and privileges are subject to the following restrictions (if any)—

1. The **Society** does not have the power to borrow money.

## Registered Office.

The registered office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

1. At least 5 working days before the change of address for the registered office is due to take effect, and
2. In a form and as required by the **Act**.

## Contact Person.

The **Society** shall have at least one (1) but no more than three (3) contact person(s) whom the Registrar can contact when needed.

The **Society's** contact person must be:

1. At least 18 years of age, and

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2. Ordinarily resident in New Zealand.

A contact person may be the Secretary or can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

1. A physical and email address, and a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

## Members.

### Minimum number of Members.

The **Society** shall maintain the minimum number of ten (10) **Members** as required by the **Act**.

### Types of memberships.

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

1. **Adult Member**

An **Adult Member** is an individual or body corporate admitted to membership under this **Constitution** and who has not ceased to be a **Member**.

- All financial Adult Members shall be entitled to:

- a) attend the General Meetings of the Society,
- b) be notified of the General Meetings of the Society,
- c) cast one vote at the General Meetings of the Society,
- d) propose notified motions for consideration at the Annual General Meetings of the Society,
- e) receive a newsletter of the Society if available,
- f) be given copies of any amendments to the Society's Constitution, bylaws, rules, or policies.
- g) have access to the minutes of meetings (other than meetings held "in committee") of the Society,
- h) can serve on the Society's Committee (if elected).

2. **Youth Member**

A Youth Member is an individual aged up to 18 years (inclusive), who has been admitted to membership under Rule 4 and who has not ceased to be a member under any other Rule. Youth age shall be computed as from 1st May each year and shall be maintained throughout the entire year.

- All financial Youth Members shall be entitled to:

- a) attend the General Meetings of the Society,
- b) be notified of the General Meetings of the Society,
- c) propose notified motions for consideration at Annual General Meetings of the Society,
- d) receive a newsletter of the Society if available,
- e) be given copies of any amendments to the Society's Constitution, bylaws, rules, or policies.
- f) have access to the minutes of meetings (other than meetings held "in Committee") of the Society,
- g) can serve on the Society's Committee as a Youth Representative (if elected).

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## 3. Life Member

A **Life Member** is a person honored for highly valued services to the **Society** elected as a **Life Member** by resolution of a **General Meeting** passed by a simple majority of those **Members** present and voting. A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies.

## 4. Honorary Member

An **Honorary Member** is a person honored for services to the **Society** or in an associated field elected as an **Honorary Member** by resolution of a **General Meeting** passed by a simple majority of those present and voting. An **Honorary Member** has no membership rights, privileges, or duties.

## Becoming a Member: Consent.

Every applicant for membership must consent in writing (Membership form) to become a **Member**.

## Becoming a Member: Process.

An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the **Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Committee** (as required).

The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.

The signed written consent (application form) of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

## Members' Obligations and Rights.

Every **Member** shall provide the **Society** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.

1. All **Members** shall comply with the Incorporated Societies Act 2022 and this constitution and conduct themselves with integrity, respect, empathy, and kindness.
2. All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
3. All **Members** shall be respectful of differing opinions, viewpoints and experience and be giving and gracefully accepting of constructive feedback.
4. The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment, or other property owned, occupied, or otherwise used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

## Indemnity.

No **Officer** or **Member** of the **Society** shall be liable for the acts or defaults of any other **Officer** or **Member** of the **Society**, or any loss occasioned thereby, unless caused by their willful default or willful acquiescence.

The **Officers** and **Committee Members** shall be indemnified by the **Society** for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than those resulting from their willful default.

It is deemed to be a term of every contract entered into by or on behalf of the **Society** that the **Society** alone is liable for any debts or obligations under the contract, and that no **Member** or **Officer** of the **Society** is under any personal liability.

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## Subscriptions and Fees.

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution at an **Annual General Meeting** of which is made as an annual lump sum payment.

Any **Member** failing to pay the annual subscription, any levy, or any capitation fees, within three (3) calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within three (3) calendar months of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

## Ceasing to be a Member.

A **Member** ceases to be a **Member**—

1. By resignation from that **Member's** class of membership by written notice signed by that **Member** to the **Committee**, or
2. On termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
3. On death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
4. By resolution of the **Committee** where—
  - a) The **Member** has failed to pay a subscription, levy, or other amount due to the **Society** within 14 **Working Days** of the due date for payment.
  - b) In the opinion of the **Committee** the **Member** has brought the **Society** into disrepute.

with effect from (as applicable)—

5. The date of receipt of the **Member's** notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
6. The date of termination of the **Member's** membership under this **Constitution**, or
7. The date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
8. The date specified in a resolution of the **Committee** and when a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

## Obligations once Membership has ceased.

A **Member** who has ceased to be a **Member** under this **Constitution**—

1. Remains liable to pay all subscriptions and other fees to the **Society's** next balance date,
2. Shall cease to hold himself or herself out as a **Member** of the **Society**, and
3. Shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks, and manuals).
4. Shall cease to be entitled to any of the rights of a **Society Member**.

## Becoming a Member again.

Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **Committee**.

But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.

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## General Meetings.

### Procedures for all General Meetings.

The **Committee** shall give all **Members** at least 30 **Working Days**' written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

Only financial **Members** (refer to membership types) may attend, speak, and vote at **General Meetings**—

1. In person, or
2. By a signed original written proxy, (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting**, or
3. Through the authorized representative of a body corporate as notified to the **Committee**, and
4. No other proxy voting shall be permitted.
5. In the case of a secret ballot, no proxy votes will be permitted.

No **General Meeting** may be held unless at least 25 percent of eligible financial **Members** attend throughout the meeting, and this will constitute a quorum.

1. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **President** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

A financial **Member** (refer to membership types) is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the chairperson or of two (2) or more **Members** present, by secret ballot.

1. A Member may hold no more than five (5) proxy votes.

Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.

Any decisions made when a quorum is not present are not valid.

Written resolutions may not be passed in lieu of a **General Meeting**.

1. All **General Meetings** shall be chaired by the **President**. If the **President** is absent, The Vice President will chair the meeting. If neither of afore mentioned are present, the meeting shall elect another member of the **Committee** to chair that meeting.
2. Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
3. Any person chairing a **General Meeting** may—
  - a) With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
  - b) Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and

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- c) In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
4. The **Committee** may propose motions for the **Society** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**.
5. Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Secretary** at least 28 **Working Days** before that meeting. The **Member** may also provide information in support of the motion ('**Member's Information**'). If notice of the motion is given to the **Secretary** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

## Minutes.

The **Society** must keep minutes of all **General Meetings** and **Committee Meetings**.

## Annual General Meetings: when they will be held.

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

The **Annual General Meeting** must be held no later than the earlier of the following—

1. 6 months after the balance date of the **Society**
2. 15 months after the previous annual meeting.

## Annual General Meetings: Business.

The business of an **Annual General Meeting** shall be to—

1. Confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
2. Adopt the annual report on the operations and affairs of the **Society**,
3. Adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,
4. Set any subscriptions for the current financial year,
5. Consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
6. Consider any general business.

The **Committee** must, at each **Annual General Meeting**, present the following information—

1. An annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
2. The annual financial statements for that period, and
3. Notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

## Special General Meetings.

**Special General Meetings** may be called at any time by the **Committee** by resolution.

The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 20 percent of **Members**.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.



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The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**.

Any new memberships that are received after the **Special General Meeting** has been requested are not entitled to vote at the **Special General Meeting** as this may be construed as stacking votes. Once the **Special General Meeting** has concluded, new members will be allocated the normal membership rights.

## Committee.

### Committee Composition.

The **Committee** will consist of four (4) Officers (these positions may be combined) but no more than 7 members with the following responsibilities—

#### 1. President

- a) Ensuring the **Society's** Constitution and any **Society** rules are followed.
- b) Set agenda's (consistent with the views of members) and convening meetings and establishing whether a quorum (half of the committee) is present.
- c) Chairing meetings and deciding who may speak and when.
- d) Guides the committee to prioritize its goals and keep the committee on track and working within the requirements of the CCW Constitution.
- e) Overseeing the operation of the **Society**.
- f) Providing a report on the operations of the **Society** at the Annual General Meeting.

#### 2. Vice President

- a) Convening meetings in the absence the President.

#### 3. Secretary

- a) Recording the minutes of meetings.
- b) Keeping the Members Register.
- c) Hold the **Society's** records, documents, and books except those required for the Treasures function.
- d) Receiving and replying to correspondence as required by the committee.
- e) Forwarding the annual financial statements for the **Society** to the Registrar of Incorporated Societies upon their approval by the members at the Annual General Meeting.
- f) Advising the Registrar of Incorporated Societies of any **Society's** constitutional changes.

#### 4. Treasurer

- a) Keeping proper accounting records of the **Society's** financial transactions to allow the society financial position to be readily ascertained.
- b) Preparing annual financial statements for presentation at each Annual General Meeting.
- c) These statements should be prepared in accordance with the societies accounting policies.
- d) Providing a financial report at the Annual General Meeting.
- e) Provide a financial report at committee meetings.

#### 5. Committee (x3)

- a) Attending committee meetings.
- b) Providing support with any of the Event / Sponsorship / Social Media Co-ordinator roles for the **Society** to function.

All the **Officers** on the **Committee** must be financial Adult **Member** of the **Society**.

### Functions of the Committee.

From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

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## Powers of the Committee.

The **Committee** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

## General Matters: Committees.

The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-committee meeting.

Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

## Committee Meetings.

### Procedure.

The quorum for **Committee** meetings is at least half the number of members of the **Committee**.

A meeting of the **Committee** may be held either—

1. By a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
2. By means of audio, or audio and visual, communication by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the **Committee** is passed at—

1. Any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution and every **Officer** on the **Committee** shall have one vote, and
2. If on the Committee Discussion Page, if a majority of the votes cast on it are in favour of the resolution and every **Officer** on the **Committee** shall have one vote, which is then documented on the Committee Agenda for the next Committee Meeting.

If at a meeting of the **Committee**, the President or Vice President is not present, the members of the **Committee** present may choose one of their number to be chairperson of the meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the **Committee**.

Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

## Frequency.

The **Committee** shall meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **President** or **Secretary**.

The **Secretary**, or other **Committee** members nominated by the **Committee**, shall give to all **Committee** members not less than five (5) **Working Days**' notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

## Officers.

### Qualifications of Officers.

Every **Officer** must be a natural person who—

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1. Has consented in writing to be an officer of the **Society**, and
2. Certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.

**Officers** must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Society**, namely—

1. A person who is under 16 years of age.
2. A person who is an undischarged bankrupt.
3. A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation.
4. A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005.
5. A person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
  - a) An offence under subpart 6 of Part 4 of the **Act**
  - b) A crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
  - c) An offence under section 143B of the Tax Administration Act 1994
  - d) An offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (a) to (c)
  - e) A money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. A person subject to:
  - a) A banning order under subpart 7 of Part 4 of the **Act**, or
  - b) An order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
  - c) A forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
  - d) A property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
7. A person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

Prior to election or appointment as an **Officer** a person must—

1. Consent in writing to be an **Officer**, and
2. Certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**. Forward a completed Consent and Certificate of Officer form to the Secretary.

**Note** that only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.

## Officers' Duties.

At all times each **Officer**—

1. Shall act in good faith and in what he or she believes to be the best interests of the **Society**,
2. Must exercise all powers for a proper purpose,
3. Must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
4. When exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
  - a) The nature of the **Society**,
  - b) The nature of the decision, and

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- c) The position of the **Officer** and the nature of the responsibilities undertaken by him or her.
5. Must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
6. Must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

## Election or appointment of Officers.

The election of **Officers** shall be conducted as follows.

1. At least 7 **Working Days** before the date of the **Annual General Meeting**, the **Society** shall give **Notice** to all **Members** by posting or emailing to them such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the **Society** by or on behalf of each nominee, in support of the nomination.
2. Only nominees who are not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above) may stand for election and vote in elections.
3. If there are insufficient valid nominations received under this rule, but not otherwise, further nominations may be received from the floor at the **Annual General Meeting**.
4. Votes shall be cast in such a manner as the **President** of the **Annual General Meeting** shall determine.
5. Two **Members** (who are not nominees) or non-**Members** appointed by the **President** of the **Annual General Meeting** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
6. The failure for any reason of any financial **Member** to receive such **Notice** shall not invalidate the election.
7. In the event of any vote being tied the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
8. In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above)

## Term.

The term of office for all **Officers** elected to the **Committee** shall be 1 year, expiring at the end of the **Annual General Meeting** in that year.

No **Officer** shall serve for more than 10 consecutive terms.

No **President** shall serve for more than 10 consecutive years as **President**.

## Removal of Officers.

An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society**—

1. The **Officer** elected to the **Committee** has been absent from 3 committee meetings without leave of absence from the **Committee**.
2. The **Officer** has brought the **Society** into disrepute.
3. The **Officer** has failed to disclose a conflict of interest.
4. The **Committee** passes a vote of no confidence in the **Officer**.
5. If the committee receives a written request signed by at least 20 percent of **Members** calling for a vote of no confidence and/or removal from committee. The request must be factual and detailed.

with effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**.

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## Ceasing to Hold Office.

An **Officer** ceases to hold office when they resign (by notice in writing to the **Committee**), are removed, die, or otherwise vacate office in accordance with section 50 (1) of the **Act**.

Each **Officer** shall, within 30 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Society** held by such former **Officer**.

## Conflicts of Interest.

An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

1. To the **Committee** and or sub-committee, and
2. In an **Interests Register** kept by the **Committee**.

Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.

An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—

1. Must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
2. Must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but
3. May take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

## Records.

### Register of Members.

The **Society** shall keep an up-to-date Register of Members, that is maintained and only used by the **Secretary**.

For each current **Member**, the information contained in the Register of Members shall include—

1. Their name, and
2. The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
3. Their contact details, including a physical and email address, and telephone number.

The register will include each **Member's**—

1. Postal and email address, a telephone number, and
2. The **Membership** type, and date of joining the **Society**.

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Every current **Member** shall promptly advise the **Society** of any change to the **Member's** contact details.

The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:

1. The former **Member's** name, and
2. The date the former **Member** ceased to be a **Member**.

## Interests Register.

The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

## Access to information for Members.

A **Member** may at any time make a written request to the **Society** for information held by the **Society**.

The request must specify the information sought in sufficient detail to enable the information to be identified and to what purpose the information is required.

The **Society** must, within a reasonable time after receiving a request—

1. Provide the information, or
2. Agree to provide the information within a specified period, or
3. Agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
4. Refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if—

1. Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. The disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
3. The disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
4. The information is not relevant to the operation or affairs of the society, or
5. Withholding the information is necessary to maintain legal professional privilege, or
6. The disclosure of the information would, or would be likely to, breach an enactment, or
7. The burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
8. The request for the information is frivolous or vexatious, or
9. The request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society**—

1. That the **Member** will pay the charge; or
2. That the **Member** considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

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A **Member** that receives this information or has gained access to the Membership email addresses, shall not email the membership, or use this information for the purpose of disclosing information relating to a dispute that is managed under the **Society's** Dispute Resolution in this Constitution.

## Society Documents.

The **Society** shall maintain and control the documents listed below—

1. Management of Gmail accounts (CCW and Entries accounts) and maintaining the information in the cloud.
  - a) The **Secretary** will be responsible for CCW Gmail account for the purpose of maintaining and control of all **Society** emails, Member contact email address and any other business required of the Secretary for the Society.
  - b) The **Secretary** will have access to the Entries Gmail account for the purpose of maintaining and control of the Membership Register as registrations are submitted and any other business required of the Secretary for the Society.
  - c) The **Treasurer** will have access to the Entries Gmail account for the purpose of maintaining the current season's financial records and the ability to check Membership and Event Registrations to align with deposits into the CCW Club Bank Account.
  - d) The **Events, Sponsorship, and Social Media Co-ordinators** will have access to the Entries Gmail account for the purpose of managing the Event spreadsheets, Sponsorship spreadsheets and Social Media posts.
2. Committee roles for Event, Sponsorship, Promotions (Facebook), Website, and Youth Representatives.
3. Event roles for Ground & Rider Representative, Volunteer Coordinator, and Photographer.
4. Event Health & Safety Plan, Hazard Register, Checklists, Guidelines, How To Documents, Event Master Sheets.
5. Award Criteria and Management.
  - a) Changes to Award Criteria must be consulted with the Donators of the Award and the **Society's** membership.

## Finances.

### Control and Management.

The funds and property of the **Society** shall be—

1. Devoted solely to the promotion of the purposes of the **Society**.

The **Committee (Treasurer)** shall maintain bank accounts in the name of the **Society**.

All money received on account of the **Society** shall be banked within 10 **Working Days** of receipt.

All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.

The **Committee (Treasurer)** must ensure that there are kept at all times accounting records that—

1. Correctly record the transactions of the **Society**, and
2. Allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
3. Would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).

The **Committee (Treasurer)** must establish and maintain a satisfactory system of control of the **Society's** accounting records, where the current seasons financial records will be saved in the Entries Gmail account and previous season financial records will be archived (by the **Secretary**) and saved in the CCW Gmail account annually.

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The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

## Balance Date

The **Society's** financial year shall commence on 1<sup>st</sup> April of each year and end on 31<sup>st</sup> March (the latter date being the **Society's** balance date).

## Dispute Resolution.

People are entitled to raise at the time or after the fact, concerns or complaints and to have them addressed promptly and fairly. No one should be punished or victimized for raising a concern or a complaint in good faith.

## Meanings of Dispute and Complaint.

A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

1. 2 or more **Members**
2. 1 or more **Members** and the **Society**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Society**
6. 1 or more **Members** or **Officers** and the **Society**.

The disagreement or conflict relates to any of the following allegations—

1. A **Member** or an **Officer** has engaged in misconduct.
2. A **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**.
3. The **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**.
4. A **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—

1. States that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. Sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. Sets out any other information or allegations reasonably required by the **Society**.

The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—

1. States that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. Sets out the allegation to which the dispute relates.



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The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

The complainant raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

## How a Complaint is made.

- 1) A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
  - a) States that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
  - b) Sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
  - c) Sets out any other information reasonably required by the **Society**.
  - d) The person making the complaint is not permitted to send their complaint directly to the membership.
- 2) The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
  - a) States that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
  - b) Sets out the allegation to which the dispute relates.
- 3) The information given under subclause (1.b) or (2.b) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response or explanation.
  - a) An explanation shall be given within 14 Working Days of the incident to the **Secretary**.
  - b) The explanation may be given to Decision Maker or Members within 7 Working Days of the hearing or Special General Meeting.
  - c) The person against whom an allegation is made is not permitted to send their explanation directly to the membership.
- 4) A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

## Person who makes Complaint has right to be heard.

1. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the **Society** makes a complaint—
  - a) The **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
  - b) An **Officer** may exercise that right on behalf of the **Society**.
3. Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
  - a) They have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - b) An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - c) An oral hearing (if any) is held before the decision maker; and

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- d) The **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

## Investigating and determining Dispute.

1. The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
  - a) Complaints received by the **Secretary** shall be forwarded to the President within three (3) working days and an acknowledgement email sent to the person raising the complaint.
  - b) The **President** shall acknowledge the complaint within three (3) working days of receipt and advise a timeline of reviewing the complaint to the person raising the complaint.
2. Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.
3. If a dispute raised involves a committee member, then 3 executive members will ensure that the dispute is investigated and determined.
4. If a dispute raised concerns one of the executives the other 2 executives would co-opt another committee member ensuring 3 committee members are involved.
5. If a dispute raised is about a general member all committee members will ensure that the dispute is investigated and determined.

## Society may decide not to proceed further with Complaint.

Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—

1. The complaint is considered to be trivial; or
2. The complaint does not appear to disclose or involve any allegation of the following kind:
  - a) That a **Member** or an **Officer** has engaged in material misconduct:
  - b) That a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**:
  - c) That a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged:
3. The complaint appears to be without foundation or there is no apparent evidence to support it; or
4. The person who makes the complaint has an insignificant interest in the matter; or
5. The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
6. There has been an undue delay in making the complaint.

## Society may refer a Complaint.

1. The **Society** may refer a complaint to—
  - a) A subcommittee or an external person to investigate and report; or
  - b) A subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

## Decision Makers.

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Committee** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

1. Impartial; or
2. Able to consider the matter without a predetermined view.

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## Liquidation and removal from the Register.

### Surplus Assets.

If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets — after payment of all debts, costs, and liabilities — shall be vested in another not-for-profit equestrian entity.

However, in any resolution under this rule, the **Society** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Society** complies with this **Constitution** and the **Act** in all other respects.

**Society** Trophies that were donated will be offered back to the donators to determine their outcome.

## Alterations to the Constitution.

### Amending this Constitution.

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.

The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorized by this **Constitution**.

Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 50 per cent of eligible **Members** and given in writing to the **Committee** at least 30 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 28 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration and shall take effect from the date of registration.

## Entry and Cancellation Policy of Society Events.

### Entry of Society Events.

Non-Members may be allowed to compete at **Society's** events, provided they agree to—

1. Comply with the **Society's** Constitution, and any rules and regulations of the **Society** or as outlined in the NZCCA Rulebook.
2. They sign by acknowledging (ticking) the Indemnity requirement upon registering for an event on the entry form.
3. They will not be eligible for accruing points in the **Society's** Awards.

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The **Society's** Committee and/or at the request of the Host or Property Owner shall have the right to accept or decline an application for any sanctioned **Society** event at its sole discretion. The Committee must advise the applicant of its decision.

## Society Events.

The **Society** will determine and document guidelines for running Non-Points Challenges, and any other Club Event.

A Rider that has ridden in a Points Approved Division, may ride non-competitively in a Non-Points Division with a new combination.

## Cancellation of Events.

The cancellation policy applies to any **Society** event for the following—

1. More than 7 days prior to the event - full refund.
2. Between 3-7 days prior to the event- full refund if medical or veterinary certificate received, 50% refund without.
3. Less than 3 days prior to the event - no refund without a medical or veterinary certificate.
4. A full refund if the weather or other such event that is out of the **Society's** control causes the event to be cancelled.
5. Refunds will not be available until after the event.