

**CONSTITUTION OF
AUCKLAND REGION
OUTRIGGER CANOE
ASSOCIATION
INCORPORATED**

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CONSTITUTION OF AROCA INCORPORATED

Section One: Core Provisions

1. Name and Region

- 1.1 The name of the Society is Auckland Region Outrigger Canoe Association Incorporated also commonly referred to as AROCA.
- 1.2 In this Constitution the Society is referred to as **AROCA**.
- 1.3 AROCA has been established to assist and implement the objects of Waka Ama NZ within the Auckland Region.

2. Registered Office

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

3. Definitions and Interpretation

- 3.1 In this Constitution:

Affiliated Individuals means people who are members of Members and who are currently recorded as affiliated individuals on the Waka Ama NZ database;

Affiliation Fee means the fee as determined by the Board set out in Rule 14.2;

Annual General Meeting or **AGM**; **General Meeting**; and **Special General Meeting** or **SGM** all mean as set out in Rule 11;

Board Member means as set out in Rule 10;

Board means the Board of AROCA;

Financial Year means as set out in Rule 14;

Member means a Member of AROCA under Rule 7.1;

Objects means the objects of AROCA set out in Rule 4.1;

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

Postal Vote means a vote made and transmitted by post, email, electronic or other method of communication as determined by the Board in each case;

President means the President of the Board;

Region means the geographical area as determined by Waka Ama NZ to be the region represented by AROCA and within which the primary base of activities of AROCA is located and is at the date of adoption of this Constitution the geographical area defined by Orewa and Helensville to the north and Pukekohe to the south.

Rules means the rules in this Constitution or rules made pursuant to powers granted by it;

Special Resolution means a resolution requiring a two thirds majority of valid votes for approval;

Waka Ama means the sport and culture of Waka Ama also known in other parts of the world as Outrigger Canoe, Va'a, Oe Vaka and Wa'a;

Waka Ama NZ means Nga Kaihoe O Aotearoa (Waka Ama New Zealand) Incorporated, the National Body for Waka Ama in New Zealand;

Values means the values of AROCA as set out in Rule 4.3.

3.2 In this Constitution the following interpretations apply:

- a. The plural includes the singular and vice versa;
- b. Any reference to any Act, regulation, by-law, policy, deed, charter, procedure or document includes any amendment to it and any replacement passed in substitution for it;
- c. References to a person includes an individual, incorporated body, partnership, joint venture, association, Marae Board, iwi, trust, national and local government and territorial authority and any other unincorporated group or entity; and
- d. Any approval, decision, requirement or action by AROCA refers to an approval, decision, requirement or action of the Board (and/or as appropriate to such persons to whom the Board has delegated the authority to exercise such power).

4. Objects and Values

4.1 The Objects of AROCA are to:

- a. Be affiliated to Waka Ama NZ as its member region for the Region;
- b. Lead the development, practice and promotion of Waka Ama within the Region and to do so in a manner that is consistent with the requirements of Waka Ama NZ;
- c. Seek inclusion of Waka Ama in regional sport events and to have representation at such events;
- d. Promote opportunities and facilities for participation, enjoyment and performance of members in Waka Ama and to assist members to provide similar benefits for their members;
- e. Educate those involved in Waka Ama (primarily) but also the general public about the Values of Waka Ama; the importance of water safety; and the unique culture of Waka Ama;
- f. Promote, develop and coordinate competitions for all Waka Ama related activities in the Region and to assist Waka Ama NZ with the same nationally and Members with the same locally;
- g. Establish and enforce regulations for Waka Ama racing competitions within the Region in a manner consistent with the requirements of Waka Ama NZ;
- h. Establish and enforce regulations for the selection of individuals and teams representing AROCA;
- i. Support regional, national and international Waka Ama competitions in association with and as directed by Waka Ama NZ; and
- j. Support the development of Members, including the relevant training, education and development of their members, including officials, coaches, team managers and volunteers.

4.2 AROCA shall pursue its Objects in a way that:

- a. Recognises and acknowledges Maori are Tangata Whenua, the indigenous people of the land;
- b. Fosters and maintains the principles of the Treaty of Waitangi;
- c. Demonstrates, maintains and promotes our Values and cultural identity;
- d. Creates and fosters friendship among the peoples who practice the sport of Waka Ama regardless of culture, religion, political affiliation, age or gender; and
- e. Promotes the well-being, health and safety of all paddlers and others involved in our sport.

4.3 The Values of AROCA are:

- a. **Manaakitanga:** We encourage the practice of reciprocity through sharing of ourselves and our resources, nurturing all people and accepting our differences;
- b. **Whanaungatanga:** Is our sense of belonging, identification and collective strength, not only through kinship but being related to all within the Waka Ama community;
- c. **Hauora:** We support and promote the physical, mental, emotional and spiritual wellbeing of all our participants; and
- d. **Tu Tangata:** We are accountable for our actions. We have respect for each other, our waka and our environment. We stand proud in our integrity and passion; and
- e. **Wairuatanga:** We acknowledge the spiritual connection to Ranginui and Papatuanuku in the practice of the activities we undertake.

5. Status

5.1 AROCA is:

- a. An Incorporated Society under the Incorporated Societies Act;
- b. The regional association for Waka Ama and related activities in the AROCA Region;
- c. Bound by, and must observe the rules and decisions of Waka Ama NZ.

6. Powers

6.1 AROCA has full powers, jurisdiction and authority and (except as restricted by this Constitution), may do all and any things to carry out its Objects and the objects of Waka Ama NZ. By way of example of some specific powers, but not by limitation, AROCA 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 AROCA 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, grants, bequests, 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 AROCA and their entitlements, and withdraw, suspend, terminate or otherwise restrict membership and other benefits on any terms;
- g. Determine the methods and structures to deliver regional and local benefits and to obtain national, regional and local coverage;
- h. Assist Waka Ama NZ to establish and maintain a drug and dope testing programme in accordance with the applicable requirements of the World Anti-Doping Code, Drug Free Sport New Zealand and the International Va'a Federation;
- i. Make, alter, rescind and enforce by-laws, regulations, policies, charters and procedures of every type and subject matter for the governance, management and operation of the affairs of AROCA and those involved (or seeking to be involved) in it;
- j. Determine, implement and enforce disciplinary, disputes and appeal procedures and including to make decisions and conduct hearings and impose sanctions and penalties and to refer matters to Waka Ama NZ;
- k. Engage and dismiss employees and contractors and put in place agreements with them;
- l. Delegate powers of AROCA to any person, Committee or sub-committees (the composition of which is not limited to persons involved in Members) and for that purpose to establish, fund and set the terms of reference and structure;
- m. Contract, engage or otherwise make any arrangements with any person (including for example Marae Committees in relation to Regatta water courses) to fulfil the Objects of AROCA;
- n. Produce, publish and distribute any communications, newsletters or publications; and
- o. Do any other acts or things which are incidental to or conducive to the attainment of the Objects.

6.2 The powers of AROCA must never be exercised in a manner which is contrary to this AROCA Constitution or the Constitution of Waka Ama NZ.

Section Two: Members

7. Members

7.1 The Members of AROCA are local Waka Ama clubs which:

- a. Are incorporated under the Incorporated Societies Act;
- b. Reside or have the primary base of their activities located within the Region;

- c. Have paid the required Affiliation Fee to AROCA within the period required by AROCA;
 - d. Conduct their activities in compliance with the Rules of AROCA and Waka Ama NZ;
 - e. Are not suspended or expelled under Rule 8; and
 - f. Have not less than 15 Affiliated Individuals as members.
- 7.2 Any dispute about membership is determined by AROCA.
- 7.3 Affiliated Individuals are not Members but may have benefits attached to that status as may be determined by the Board (for example such status may, if determined by the Board, be a pre-condition to eligibility to compete in events or for selection to represent AROCA).

8. Rights and Obligations of Members

- 8.1 The benefits and obligations of a Member are determined by AROCA or by this Constitution (for example for voting rights see Rule 13). All Members:
- a. Are bound by this Constitution and by all regulations, by-laws, policies, charters and procedures of AROCA and by decisions made by AROCA; and
 - b. Must promote and support the Objects of AROCA and the activities of AROCA; and
 - c. Must not do anything that is detrimental to or inconsistent with the Objects or brings discredit to any of: AROCA, its Members or the Board.
- 8.2 AROCA shall keep and maintain a register of Members including the full name, address and date of entry of each Member.
- 8.3 A Member ceases to be a Member:
- a. By written resignation addressed to AROCA;
 - b. By liquidation or dissolution;
 - c. By failure to meet the requirements of membership for a period of 3 months after any such obligation (for example payment of Affiliation Fee) is due;
 - d. Subject to Rules 8.4, 8.5 and 8.6, during the term of any suspension or expulsion;
- 8.4 If at any time a Member in the opinion of the Board, has breached any Rule in this Constitution or has acted contrary to any other requirement of AROCA referred to in Rule 8.1, the Board must first notify the Member and endeavour to address the issue with the Member but if the matter is not resolved then the Board may give notice in writing to the Member that the Member take actions as required by the Board to cease or remedy the situation and/or that the Member respond with reasons as to why it should not be suspended from Membership.
- 8.5 Before deciding to suspend a Member, the Board must give the Member a reasonable opportunity to be heard and must take into account any oral and/or written submissions received from the Member. Upon suspension the Member is suspended from membership of AROCA for such period not exceeding 6 months and on such other conditions as determined by the Board.
- 8.6 A Member can be expelled but only by Special Resolution of a General Meeting where the issue of expulsion for that Member has been notified as a separate item of business.

9. Regional and Local Accountability

- 9.1 The Objects of AROCA shall be assisted and implemented locally by the operations of Members.
 - 9.2 Each Member shall operate in its local area in a manner that is consistent with the requirements of AROCA.
 - 9.3 AROCA reports to and is accountable for its performance to both the Board of Waka Ama NZ and to its Members.
 - 9.4 Each Member reports to and is accountable for its performance to both the Board of AROCA and its members.
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Section Three: Governance

10. Board

- 10.1 The governance of AROCA and the exercise of all powers of AROCA (except those that are restricted by this Constitution) are delegated without further restriction, to be undertaken by the Board which may then delegate to others under Rule 6.
- 10.2 The role and responsibilities of the Board shall be to provide good governance to AROCA including by the following (and any other matters covered by any policies set by the Board):
 - a. Ensuring that AROCA has a strategic plan and that it is consistent with the strategic plan of Waka Ama NZ (as applicable);
 - b. Monitoring and reviewing the performance of AROCA against its strategic plan;
 - c. Creating, reviewing and approving the annual business plan and financial budget;
 - d. Monitoring AROCA performance against the annual business plan and financial budget;
 - e. Approving annual financial statements;
 - f. Addressing the ongoing viability and sustainability of AROCA;
 - g. Monitoring regulatory compliance for AROCA;
 - h. Establishing, reviewing, monitoring and amending policies for the good governance and guidance of AROCA;
 - i. Fostering interaction and communication across those involved in or with AROCA and those involved in or with Waka Ama NZ;
 - j. Appointing, monitoring and reviewing the performance and payment (if any) for AROCA employees or assisting in those roles any alternative employer of employees dedicated to the AROCA region.
 - k. Adopting and communicating a continual best practice performance culture and supporting programmes across the Region; and
 - l. Having full insight and understanding of all significant transactions across AROCA.
 - m. Holding meetings no less than 6 monthly with Members.

- 10.3 The Board comprises at least 4 and no more than 7 Board members. There shall be no less than two elected members and no less than two appointed members.
- 10.4 The elected Board members shall be elected as determined by the Board from two choices, being either a Postal Vote prior to the AGM or a secret ballot conducted at the AGM and in each case the results are announced at the AGM, or following any election under Rule 10.8. In the event of a tie for any position, a tie breaker ballot shall be held by those present at the AGM and eligible to vote regardless of whether the tied vote occurred in a Postal Vote.
- 10.5 To be eligible for election as a Board member:
- a. The candidates for election must be nominated in writing by a Member and such nomination must have a brief written personal statement from the nominee as required by Rule 13.6.
 - b. Candidates for election do not have to be a member of the Member who nominated them;
 - c. If the candidate is not present at the AGM, he/she must give written notice to AROCA of their willingness to accept the nomination; and
 - d. The nominations and the material in this Rule 10.5 must be received by AROCA not less than 40 days before the date set for the AGM.
 - e. Nominations must be notified to Members by such means as determined by the Board as for General Meeting notices (see Rule 12).
- 10.6 The appointed Board members shall be appointed by a committee comprising the elected Board members and an additional person nominated by Waka Ama New Zealand. This committee shall decide on the process for appointment.
- 10.7 A Board member is deemed to have vacated the Board upon:
- a. Being adjudicated Bankrupt;
 - b. Being declared of unsound mind or being the subject of a property order under the Protection of Personal and Property Rights Act 1988;
 - c. Resigning or retiring from the Board or their term of appointment expiring;
 - d. Being convicted of a criminal offence or being sentenced to imprisonment;
 - e. Dying;
 - f. Failing to attend 3 consecutive Board meetings; or
 - g. Where a Board member has in the opinion of the other Board members failed on more than one occasion to properly comply with their responsibilities as a Board member (by way of example such failures may include but are not limited to: bad behaviour, breach of Board confidentiality, lack of preparation for Board meetings and failure to disclose conflicts of interest) and all the other Board members vote in favour of a motion for removal of the Board member from the Board.
- 10.8 Elections and appointments of Board members shall be conducted on a 2 yearly basis.
- 10.9 At the AGM in 2017 and every second AGM after that one elected Board member and one appointed Board member shall retire from the Board. The retiring members shall be those who have served longest on the Board, or otherwise shall be the members as determined by the Board. A retiring Board member is eligible for re-appointment, but no Board member can serve more than 8 consecutive years.

- 10.10 If any vacancy arises on the Board a new Board member shall be elected as soon as reasonably possible in accordance with clause 10.4 (as applicable) to fill the vacant position.
- 10.11 The Board shall elect a chairperson. The chairperson shall chair the General Meetings of the Board and in the Chairperson's absence one of the other Board members shall do so.
- 10.12 The quorum for a Board meeting is 3 Board members.
- 10.13 The Board shall determine its own rules for its meetings in a policy adopted by the Board which shall include that:
- a. There must be at least 4 Board meetings each year;
 - b. Board meetings may be held in person or by teleconference or by other means by which those participating may hear each other simultaneously;
 - c. A resolution in writing signed or consented to by email, facsimile or other forms of electronic communication by all Board members is as effective as a resolution passed at a meeting;
 - d. A Board meeting may be called by the President or by request of 2 Board members;
 - e. Decisions shall be by Ordinary Resolution (unless otherwise required by these Rules) by voice or if requested by the chairperson by show of hands and if requested by any Board member by secret ballot;
 - f. Each Board member has one vote and the chairperson shall have an additional casting vote in the event of a tied vote;
 - g. The Board shall ensure minutes are kept of all Board meetings; and
 - h. The Board must maintain an interests register where each Board member must record at least annually (and more regularly whenever they arise) any conflict of interest.
- 10.14 The role and expectations that AROCA has of a Board member shall be set out in a Board policy. Such policy shall include any additional criteria for eligibility to be a Board member.
- 10.15 The Board shall periodically review all Board policies.

Section Four: General Meetings, Elections and Voting

11. General Meetings

- 11.1 A General Meeting of AROCA shall be either the AGM or a SGM. All Members are eligible to attend a General Meeting which shall be held on a Marae (on a rotational basis around the Region), or such other place and at a date and time all as determined by the Board. Members can be represented by up to two delegates present or can grant a proxy to a person attending. The names of delegates and other attendees must be notified in advance if so required by AROCA. A Board member cannot be a delegate of a Member and cannot hold a proxy.
- 11.2 The AGM shall be held once every year and no later than the expiration of four months after the end of the Financial Year.

- 11.3 The AGM shall consider the following business:
- a. The Board's Annual Report, including the annual Financial Report;
 - b. The audited Statement of Accounts;
 - c. Elections, if applicable, and announcement of Board members for the next year;
 - d. The appointment of the auditor; and
 - e. Any other business that is properly notified by the Board or a Member to the Board as an item of business for the AGM.
- 11.4 SGM's may be called by the Board. The Board must call a SGM within 30 days of receiving a written request setting out the reasons for the SGM from not less than half the Members. The SGM shall only consider the items of business for which the SGM has been called.
- 11.5 The quorum for a General Meeting shall be 50% of Members (by a delegate attending in person or by the Member granting a proxy to a person attending) provided that if a quorum is not achieved within half an hour the meeting shall be adjourned to another day, time and place and shall be notified to all persons who are to be given notice under Rule 12. If no quorum is present at the start of the re-convened meeting then the Members attending are deemed to constitute a valid quorum for the AGM but not for a SGM.
- 11.6 All General Meetings shall be chaired by the chairperson.
- 11.7 All Members are entitled to speak at a General Meeting through their Member delegates. In addition those persons who are not delegates may also speak if they are a Board member or if agreed either prior to the General Meeting by the Board, or at the General Meeting by the chairperson of the General Meeting;
- 11.8 Any other matters not provided for that occur at or in relation to a General Meeting shall be determined in such manner or by such process as required by the chairperson of the General Meeting.
- 11.9 The Board shall ensure that minutes are kept of each General Meeting.
- 11.10 Any irregularity, error or omission in notices, agendas and relevant papers for the General Meeting or the omission to give notices within the required timeframe or the omission to give notice to all Members entitled to receive notice, and any other error in the organisation of the General Meeting shall not invalidate nor prevent the General Meeting from proceeding provided that:
- a. The chairperson in his or her discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error or omission; and
 - b. A motion to proceed is put to the General Meeting and such motion is passed by Special Resolution.

12. Notices for General Meetings

- 12.1 Notices and other items referred to in this Rule 12 in relation to a General Meeting must be given to all Members, Board Members and such other persons as determined by the Board.
- 12.2 The notice of the date, time and place of a General Meeting must be given:
- a. For the AGM not less than 60 days prior to the date of the AGM; and
 - b. For a SGM not less than 30 days prior to the date of the SGM.

- 12.3 The agenda for a General Meeting and the documents referred to in, or determined by the Board to be necessary for consideration of the items of business at the General Meeting (including information referred to in Rule 13.6) must be given:
- a. For the AGM not less than 30 days prior to the date of the AGM; and
 - b. For a SGM not less than 25 days prior to the date of the SGM.
- 12.4 Any notice to be given by AROCA in relation to a General Meeting may be given by such means (including but not limited to post, email, notification on a website or by any other means) as determined by the Board.
- 12.5 Any item of business to be considered under Rule 11.3e must be notified to the Board not less than 45 days prior to the AGM.

13. Elections and Voting

- 13.1 Members are entitled to vote on all items of business at a General Meeting for which a vote is called and are entitled to vote on the election of Board members. Each Member shall have one vote.
- 13.2 Members are entitled to exercise their vote:
- a. In person via their delegates at a General Meeting (but not where another form of vote is required under Rule 13.2 b); or
 - b. Where a Postal Vote is required by these Rules or is allowed by the Board, then by Postal Vote in accordance with such requirements as may be set out in this Constitution and/or in a policy adopted by the Board; or
 - c. By proxy which must comply with the requirements set by the Board.
- 13.3 Voting at a General Meeting except for elections (which shall be by Postal Vote or by secret ballot) shall generally be conducted by voices or by show of hands as determined by the chairperson of the General Meeting unless a secret ballot is called for and approved by Ordinary Resolution.
- 13.4 Motions are passed by Ordinary Resolution unless the motion is required by this Constitution to be passed by Special Resolution.
- 13.5 In the event of an equality of votes at a General Meeting, the chairperson of the meeting shall have a casting vote.
- 13.6 Any person nominated under Rule 10.4 for election as a Board member must forward (or their nominator must forward) to the Board at least 5 days prior to the AGM or 5 days prior to the sending out of invitation for Postal Vote (whichever applies) a brief written personal statement about themselves and their reasons for seeking election.
- 13.7 The Board shall adopt a policy to regulate the Postal Vote and proxy process and such processes must be notified to Member's at or prior to the issue of Postal Voting or proxy instructions.
- 13.8 A Member cannot exercise its number of votes (calculated under this Rule 13) except in one total (i.e. if a Member has 50 votes it cannot split the 50 votes). On election of the Board members a Member that votes must vote for the number of persons required to be elected (provided that there are sufficient candidates to fill the available positions). For example if there are 4 positions available the Member must vote for not less than 4 people and failure to do so will render that Member's votes invalid on that vote.

Section Five: Other

14. Finance

- 14.1 The financial year shall be the same as for Waka Ama NZ.
- 14.2 The Board may require Members to pay an annual Affiliation Fee determined by the Board.
- 14.3 The Board must keep proper records of AROCA's financial transactions and must prepare and have audited the annual statements of account in the form required by the Board for notification to Members (and others as determined by the Board) in accordance with Rule 12.
- 14.4 The Board must adopt and implement appropriate policies as determined by it for management of AROCA finances.
- 14.5 The Board must prepare income and expenditure budgets for AROCA.
- 14.6 AROCA's funds shall be invested in such manner as determined by the Board.
- 14.7 An auditor (who is a member of the New Zealand Institute of Chartered Accountants) must be appointed at the AGM.
- 14.8 The Board shall ensure that AROCA files its annual statements with the Registrar of Incorporated Societies and/or Charities Commission (as applicable).

15. Common Seal

- 15.1 AROCA must have a common seal which shall be kept in the custody of the President or such other person as appointed by the Board. The common seal shall only be used as directed by the Board and if affixed to documents this shall occur only in the presence of and accompanied by the signature of the President and another Board member.

16. Alteration to Rules

- 16.1 Subject to Rule 16.3 these Rules can be changed by Special Resolution at a General Meeting.
- 16.2 Notice of any proposed change of Rules must be given by the Board or by a Member in writing to the Board at least 45 days before the General Meeting at which it is intended to propose such change.
- 16.3 No change to the Objects (Rule 4), prohibition of personal benefit (Rule 19) or the winding up or dissolution Rules (Rule 18) shall be approved if it would have the effect of causing AROCA to cease to retain its preferential tax status under New Zealand Law (including Section CW 46 of the Income Tax Act 2007 or any replacement of it).

17. Disputes

- 17.1 The Board may (but is not required to) adopt a policy to require adherence by Members to processes that it considers will assist with the fair, efficient and timely resolution of disputes that:
 - a. Arise between Members; and

- b. Involve an important activity or responsibility of AROCA; and
 - c. The Board considers in its discretion that the matter is of such importance or is causing such a level of disruption to Members or to the activities of AROCA that it must be addressed.
- 17.2 If provided for in the Dispute Policy of Waka Ama NZ a Member who is a party to one of the following disputes may appeal to Waka Ama NZ:
- a. A dispute between Members that has been determined by a decision of AROCA;
 - b. A decision by AROCA that the Member wishes to dispute.

The appellant must comply with the Dispute Policies (if any) of both AROCA and Waka Ama NZ and must pay any fee as required in such policy/ies (if any). Any decision of Waka Ama NZ is final and binding and is not subject to any further right of appeal.

18. Winding Up or Dissolution

- 18.1 AROCA must be wound up or dissolved if, at a General Meeting a Special Resolution is passed requiring AROCA to be wound up or dissolved and the resolution is confirmed by a further Special Resolution passed at a subsequent General Meeting called for that purpose and held not earlier than 60 days nor later than 90 days after the date on which the original resolution was passed.
- 18.2 If, upon the winding up or dissolution of AROCA, there remains after the satisfaction of all AROCA debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members but shall be given or transferred to one or more not for profit organisations having objects similar to the Objects or to some other charitable organisation or purpose within New Zealand provided that in every such case the recipient has either the same preferential tax status referred to in Rule 16.3 or is charitable under New Zealand Law.

19. Prohibition of Personal Benefit

- 19.1 All income, benefit or advantage shall be applied to the Objects of AROCA.
- 19.2 No Member or any person associated with a Member shall participate in or materially influence any decision made by AROCA in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever.
- 19.3 Any payments made must be for goods or services that advance the Objects and must be reasonable and relative to payments that would be made between unrelated parties.

20. Limitation of Liability and Indemnity

- 20.1 No current or former member of the Board shall have any liability of any nature whatsoever to AROCA or the Members for any act or omission in their capacity as a Board member except in the case of their own fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to be a breach of duties owed by them at law.
- 20.2 Each current or former member of the Board is hereby indemnified by and out of the assets of AROCA against:

- a. Any liability of any nature whatsoever arising out of any act or omission in their capacity as a member of the Board excluding criminal liability arising out of their fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to be a breach of duties owed by them at law; and
- b. Costs incurred by them in any proceeding relating to such liability.

20.3 This Rule is intended to be enforceable by each current or former member of the Board.

21. Transition

21.1 The following Rules shall apply to enable transition of AROCA from the requirements of its previous constitution to the requirements of this Constitution. If any of this Rule 21 is inconsistent with any other Rule in this Constitution then Rule 21 shall apply to the extent of the inconsistency and the other Rule in this Constitution shall not:

- a. All Clubs that were members of AROCA immediately prior to the date of adoption of this Constitution are (except where any or Rules 7.1a, e, f or g is not then satisfied) deemed to have satisfied the requirements of Rule 7.1 to be Members;
- b. The Board members who are in office as at the date of adoption of this Constitution shall remain in office until the conclusion of the first AGM following the adoption of this Constitution, at which they shall retire.

22. Matters Not Provided For:

22.1 If any matter arises in relation to AROCA that is not provided for in these Rules, the matter shall be dealt with as required by the Board.